MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF TARRANT REGIONAL WATER DISTRICT

HELD ON THE 15TH DAY OF SEPTEMBER 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, Laura Blaylock, Ken Brummett,

Steve Christian, Wesley Cleveland, J.D. Granger, Todd Hatcher, Nancy King, Chad Lorance, David

Marshall, Rachel Navejar, Tina Ptak, Madeline Robson, Sandy Swinnea and Ed Weaver.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District

(the Water District); Lee Christie and Jared Harrell representing Pope, Hardwicke, Christie, Harrell,

Schell & Kelly, LLP; Dick Fish of Save Eagle Mountain Lake; Jeamy Molina, Tarik Rodgers and Mike

Guyton of Oncor; Chris Brooks of Carollo Engineering; Ken Hall and Greg Welch of Ch2M Hilll; Doug

Biglon of HDR; Matt Garcia of MWH; John Hart, Samantha Roberts and Taoveed Badmus of BDS

Technologies; Lyndsey Johnson of K Strategies; Tom Stumpf of SRE; Dan Buhman and Doug Varner of

CDM; Joe King of AECOM; Rusty Gibson of Freese and Nichols, Inc.; Greg Wieland and Jeff Weien of

Parsons; Bob Riley of BLG LaGrave; Kim Arnold of Jacobs; Randy Romack of Black and Veatch; 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 Sparks and seconded by Director Stevens, the Directors

unanimously voted to approve the minutes from the meetings held August 18, 2009 and September 1, 2009 and the Public Hearing held on September 8, 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 the Parade of Lights is shaping up with more than 30 boat entries. Proceeds will go to Save Eagle Mountain Lake, N I C A, and EMS Search and Rescue.

4.

Oncor presented a rebate check to the Board of Directors for the Water District's participation in Oncor's "Take a Load Off, Texas" program.

5.

With the recommendation of management, Director Leonard moved to approve the FY 2010 Trinity River Vision Authority (TRVA) Budget in the amount of \$10,486,700. Director Stevens seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management, Director Leonard moved to approve the FY 2010 General Fund Budget in the amount of \$38,912,486. Director Stevens seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Sparks moved to adopt a 2009 tax rate of .02/\$100 valuation. Director Leonard seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Stevens moved to approve the FY 2010 Revenue Fund Budget in the amount of \$90,560,518. Director Sparks seconded the motion and the vote in favor was unanimous.

With the recommendation of management, Director Lane moved to approve a resolution authorizing the General Manager to act on behalf of the Board of Directors to apply to the State Energy Conservation Office's Distributed Renewable Energy Technology Program, for grant funding of an amount not to exceed \$2 million. Funds will be used to support the procurement of equipment and construction of a hydroelectric generation facility at the District's Arlington Outlet. Director Sparks seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management and the committee as noted, Director Lane moved to approve operations and maintenance expenditures as noted below which will be capitalized:

				Committee
		10-00 NOO NO	Approved	Recommending
Equipment	Vendor	Funding Source	Amount	Approval
Computer Leasing	Dell Financial	2009 General	\$76,040	Technology
Buyout		2009 Revenue		Committee

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

11.

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

Equipment	Vendor	Approved Amount	Funding Source	Committee Recommending Approval
ITB #10-001 Heavy Duty 15' Commercial Mower	Professional Turf Products, Euless, TX	\$74,513.31	2010 General	Construction and Operations

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

12.

With the recommendation of management and the Oil and Gas Committee, Director Lane moved to approve an oil and gas lease to Chesapeake Exploration, L.L.C. in and to 1.25 acres of land described as Lot 16 and Lot 21-B, Block 10 Edgecliff Addition, an addition of Edgecliff Village, Tarrant County,

Texas for the bonus amount of \$3,125, 25%, three (3) year primary term for the Water District's mineral interest in 1.25 net acres, more or less, and the offer is \$2,500 per acre.

1.25 acres, more or less, described as follows:

Tract #1: .85 acres, more or less, being Lot 16, Block 10 out of the Edgecliff Addition,

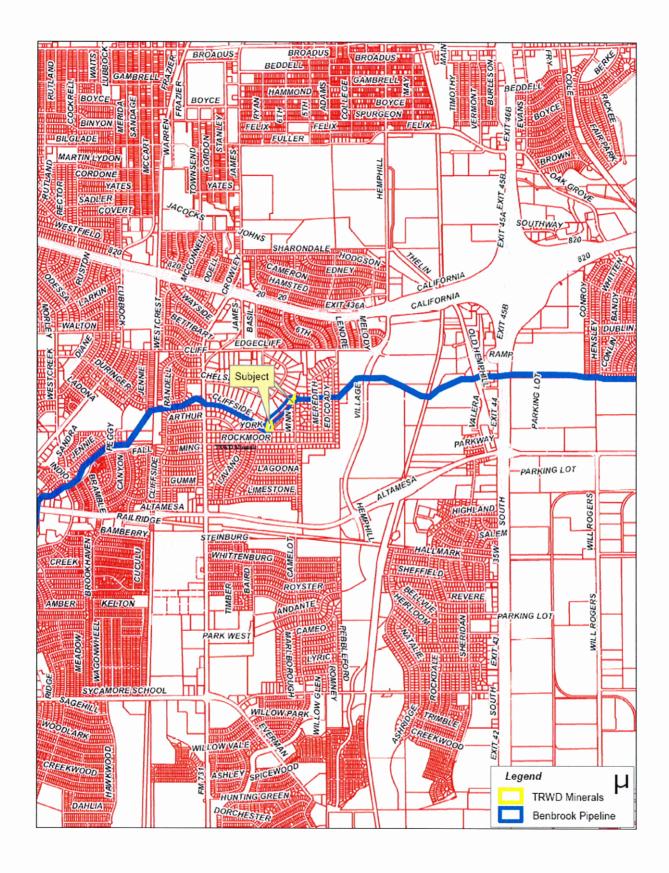
an addition in Edgecliff Village, Tarrant County, Texas, according to the Plat recorded in Book 388-Z, Page 132, Plat Records, Tarrant County,

Texas. (32 Cliffside Dr.)

Tract #2: .40 acres, more or less, being Lot 21-B, Block 10 out of the Edgecliff

Addition, an addition in Edgecliff Village, Tarrant County, Texas, according to the Plat recorded in Book 388-211, Page 44, Plat Records, Tarrant

County, Texas. (1316 Winn Pl.)



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 vote in favor was unanimous.

13.

Staff Updates

- Raw Water Transmission System Integration Study
- Program Manager for the Integrated Pipeline Project

14.

The Board of Directors recessed for a break from 10:32 a.m. to 10:44 a.m.

15.

The President and presiding officer next called an executive session at 10:45 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.

16.

Upon completion of the executive session at 11:05 a.m., the President reopened the meeting.

17.

With the recommendation of management and the Trinity River Vision Authority Board of Directors, Director Sparks moved to approve the acquisition, in fee simple title, of the property 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 whether by eminent domain or by purchase. Funding for this purchase is included in the FY 2010 General Fund Budget.

<u>Tract One</u>: Fee simple title to the surface estate only of 5.630 acres of land, including improvements, situated in the R. Crowley Survey, Abstract No. 313, City of Fort Worth, Tarrant County, Texas, being a portion of that certain tract of land conveyed to Jack Rubin and Bernard Rubin by deed recorded in Volume 6617, Page 148, Deed Records, Tarrant County, Texas, and further described in the accompanying resolution and on the survey plat attached thereto as Exhibit "A", together with the interest of record title owner of said land in the advertising sign located thereon; and

<u>Tract Two</u>: Fee simple title to the surface estate only of 1.220 acres of land, including improvements, situated in the R. Crowley Survey, Abstract No. 313, City of Fort Worth, Tarrant County, Texas, being a portion of that certain tract of land conveyed to the Rubin Children Partnership by deed recorded in Volume 10352, Page 688, Deed Records, Tarrant County, Texas, and further described in the accompanying resolution and on the survey plat attached thereto as Exhibit "B."

LEGAL DESCRIPTIONS

Bong 5.650 acres of land studied in the R. CROMEY SLIVEY, 1950RACT NO. 515, City of For Worth, Farrant Carrly, Focus, bong a parties of that contain tract of land concepted to Julia Ribin and Bornard Ribin by dead recorded in Volume 6617, Page 148, Deed Records, Farrant Carrly, Feries:

BEGINANG at a 8" you set with futur Surveying cap at the Southwest corner of said Rubin tract and the intersection of the Northwest line of Henderson Street, (R.O.W. varies) and the East line of the St. Louis & San Francisco Rathard (ICCO* R.O.W.);

THENCE N 22" 16" A!" E, along the East line of said Ratrand R.O.W., 851.40 feet to a 16" iron set with Futon Surveying cap at the Saxtimest corner of a tract of land consecued to Farrant Carty Water Cortrol & Improvement District No. 1 by deed recorded in Volume 2029, Page 995, Deed Records, Farrant Carty, Fores;

PENCE 5 65° C7° 46° E. dony the South Ire of said Tarrat County tract, 86.51 Feet to a 5° force pool on property fand in the East Ire of said Riber tract and the Northwest corner of Let 1, Block A. VALLEY VEW ADDITION, an Addition to the City of Fort Worth, Farrant County, Force, according to the Pict recorded in Volume 588-478, Plays 64, Pict recorde, Forcest County, Forces:

THENCE 5 O4" O1" O9" E, sing the common line of soid Ribbs tract and soid Lot 1, a detunce of 669.89 fees to a 1" pipe faind as the Southeast corner of soid Ribbs tract and the Northeast corner of a bract of Lord commond to the Ribbs Orlikes Partnership by deed recorded in Volume 10592, Page 668, Deed Records, Tarrart Cartie. Tecos:

THENCE along the common line of said Ribin tracts as follows:

N 47" 55" 29" W, 186.21 feet to a 8" ran set with Fultan Surveying cap;

514° 49' 26" E, 132.70 feet to a %" ran set with Fultan Surveying cap;

500° 11° 41" W, 597.00 feet to a 16" ran set with Fultan Surveying cap in the Northcast line of said Hondarson street.

THENCE N 47° 52 17" W. sling the Northeast line of sold Hondorson Street, 464.00 feet to the PONT OF PEGINNNA and containing 5.650 screen of land.

I do hereby certify on this IBth day of Pecember, 2006, 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 Terus Society of Professional Surveyore Standards and Specifications for a Castegray IA, Condition 1 Survey, and accorde as to the brandards and accorde and the subject property and the size, location and type of buildings and improvements occased within five (9) feet of said brandards, if any, and shows the location of all visible examinets and rights of very, exponents, and other nations of record as lotted in Schedule that the Commitment for Tible braids by Cheapy 1 file hourance Company dated February 9, 2006, (2 file 06:00427 affecting the subject property, and the location of all arts acts and distances, if any.

Except as shown in the survey (1) there are no visible invariable upon the abject property by visible expresents an adjacent property. The extreme no visible expressionants upon adjacent property, streets, or alloys by any visible expressionable and (1) there are no visible capticles at discrepances.

The subject property abuts Handerson Street (R.O.W. waries), which provides apparent access to and from the subject property.

This survey substantially complies with the current Terris Society of Professional Surveyors Standards and Specifications for a Catagory IA. Condition II Survey.

Bu Fulton Saveura Inc.

Note: Survey sketch to accompany this legal description.

Note: Basin of bearing - NAO 85 Texas North Cora of Zone (4202)

Note Coordinates shown are surface coordinates based on Nacl 85 Texas North Central Zine (4202), with an adjustment factor of 1,0001516289116

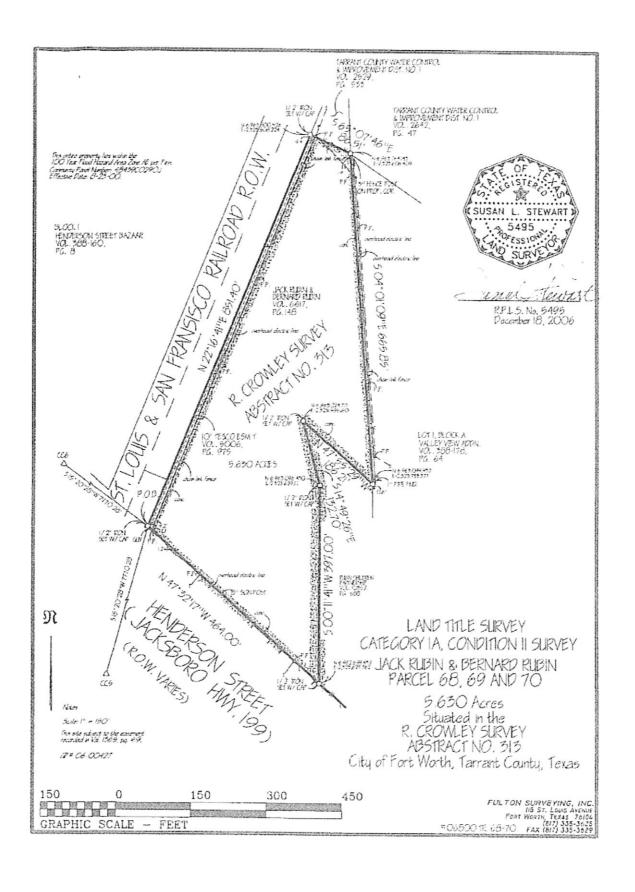
SUSAN L. STEWART DESSION OF SURVE

una

Susan L. Stewart Registered Professional Land Survayor No. 5496

EXHIBIT A

#06800 1R. 68-70



LEGAL DESCRIPTION:

Being 1.220 acres of land situated in the R. CROWLEY SURVEY, ABSTRACT NO. 313, City of Fort Worth, Tarrant County, Texas, being all that certain tract of land conveyed to the Rubin Children Partnership by deed recorded in Volume 10552, Page 688, Deed Records, Tarrant County, Texas;

BEGINNING at a 3/4" tron found at the Southeast corner of said Rubin tract and the Southwest corner of a tract of land conveyed to Arvin W. Turner Jr. by deed recorded in Volume 6120, Page 547, Deed Records, Farrant County, Texas, said iron being in the Northeast line of Henderson Street, (R.O.W. varies);

THENCE N 47° 32' 17" W. along the Northeast line of said Honderson Street, 140.25 feet to a KII from set with Fulton Surveying cap at the Southeast corner of a tract of land conveyed to Jack Rubin and Bernard Rubin by deed recorded in Volume 6617, Page 148, Deed Records, Tarrant County, Texas:

THENCE along the common line of said Rubin tracts as follows:

NOO" II' AI" E. 397.00 feet to a %" ron set with Fulton Surveying cap;

N 14° 49' 26" W, 132.70 feet to a %" iron set with Fulton Surveying cap;

5 47° 55' 29" E. 186.21 feet to a 1" pipe faind at the Northeast corner of said Rubin tract (Vd. 10352, Pq. 688) in the West line of Lot 1, Block A, VALLEY VIEW ADDITION, an Addition to the City of Fort Worth, Terrant Courty, Texas, according to the Plat recorded in Volume 388-178, Page 64, Plat Records, Tarrant County, Texas;

THENCE 500° 14' 54" W. along the common line of said Rubin tract (Vd. 10352, Pa. 688) and said Lot I, passing the Southwest corner of said Lot I, continuing in all a distance of 495.19 feet to the POINT OF BEGINNING and containing 1,220 acres of land.

I do hereby certify on this 18th day of December, 2006, that a survey was made on the grand 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 IA, 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, easements, and other matters of record as listed in Schedule B of the Commitment for Title Issued by Chicago Title Insurance Company dated February 5, 2006, AF# 06-00427 affecting the subject property, and the location of all arb arts and driveways, if any.

Except as shown on the survey: (1) there are no visible encroachments upon the subject property by visible improvements on adjacent property, (11) there are no visible encroachments upon 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 Horderson Street (R.O.W. varies), which provides apparent access to and from the subject property.

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

Bu Fultar Surgura Inc.

Note: Survey eletich to accompany this legal description.

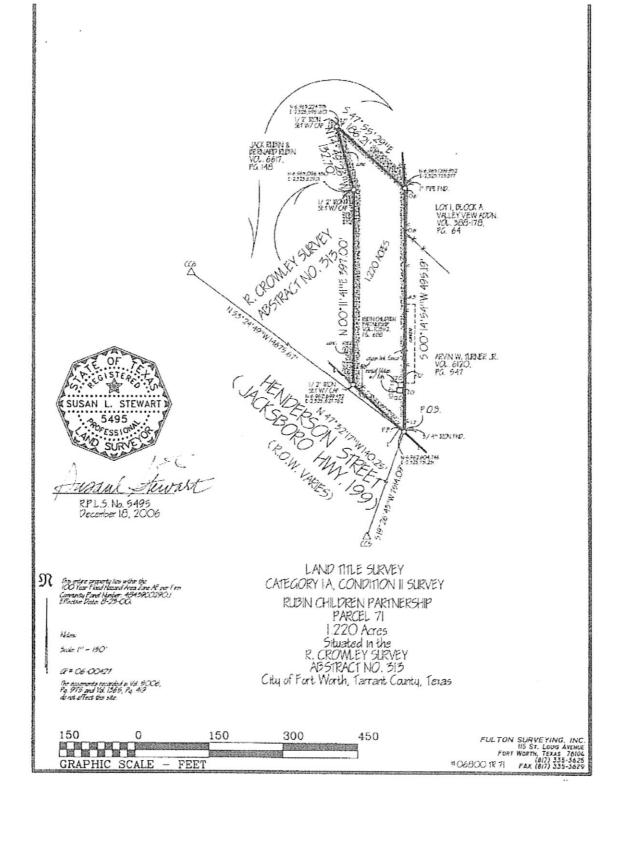
Note: Basis of bearing - NAD 85 Texas North Central Zare (4202)

Note Coordinates shown are surface coordinates based on Nad 83 Sexas North Control Zone (4202) with an adjustment factor of 1.000/3752691/6



Registered Professional Land Surveyor
No. 5495

#06800 12. TI



In addition staff of TRWD is granted authority to take all steps as may be reasonable and necessary to facilitate acquisition of the above described property for the Trinity River Vision – Central City Project, including the commencement of eminent domain proceedings, with title to be held in the name of TRWD. Director Stevens seconded the motion and the vote in favor was unanimous

18.

With the recommendation of management and the Trinity River Vision Authority Board of Directors, Director Sparks moved to approve the acquisition, in fee simple title, of the property 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 whether by eminent domain or by purchase. Funding for this purchase is included in the FY 2010 General Fund Budget.

Fee simple title to the surface estate only of approximately 0.1818 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 Stafford M. Page by deed recorded in Instrument No. D206129353 of the Deed Records of Tarrant County, Texas, said tract being a portion of Lot 5, Block 13 of Bailey's Industrial Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-C, Page 95 of the Plat Records of Tarrant County, Texas, said portion of said tract being more particularly described in the accompanying resolution and on the survey plat attached thereto as Exhibit "A", together with the interest of record title owner of said land in the advertising sign located thereon.

PARCEL 75 STAFFORD M. PAGE

SITUATED in the City of Fort Worth, Tarrant County, Texas and being a portion of a tract of land conveyed to Stafford M. Page by deed recorded in Instrument No. D206129353 of the Deed Records of Tarrant County, Texas (D.R.T.C.T.), said tract being a portion of Lot 5, Block 13 of Bailey's Industrial Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-C, Page 95 of the Plat Records of Tarrant County, Texas (P.R.T.C.T.), said portion of said tract being herein more particularly described by metes and bounds as follows:

BEGINNING at a ½" iron rod set at the west property corner of the said Lot 5 and the south property corner of Lot 4-A, Block 13 of Bailey's Industrial Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-71, Page 744 of the P.R.T.C.T., said point also being the southeast property corner of Lot 1-A, Block 13 of Bailey's Industrial Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-71, Page 119 of the P.R.T.C.T., said point also being on the northerly right-of-way line of Shamrock Avenue;

THENCE North 39°33'24" East, along the northwesterly property line of the said Lot 5 and along the southeasterly property line of the said Lot 4-A, 184.50 feet to a X found cut in concrete at the east property corner of the said Lot 4-A, said point also being on the existing southwesterly right-of-way line of Jacksboro Highway;

THENCE South 50°20'24" East, along the northeasterly property line of the said Page tract and along the said right-of-way line, 46.83 feet to ½" iron rod set;

THENCE South 42°29'30" West 122.74 feet to a 1/2" iron rod set at the beginning of a curve to the left with a radius of 260.05 feet;

THENCE in a southwesterly direction along the said curve through a central angle of 13°41'36" and an arc length of 62.15 feet and across a chord which bears South 35°39'02" West 62.00 feet to a ½" iron rod set on the southwesterly property line of the said Lot 5 and on the northeasterly right-of-way line of the said Shamrock Avenue:

THENCE North 50°25'16" West, along the said property line and right-of-way line, 44.77 feet to the **POINT OF BEGINNING.**

The tract of land being herein described contains 0.1818 acres (7,919 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 20th day of January, 2009, 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 May 21, 2008, GF# 08-01650 affecting the subject property.

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 adjoins Jacksboro Highway, a variable width street 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.

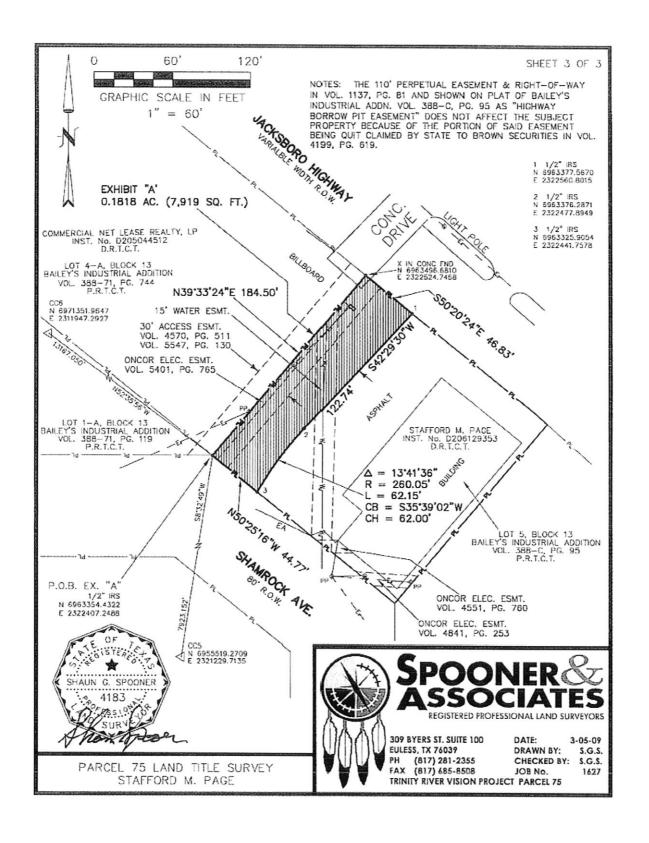
By: Spooner and Associates, Inc.

Surveyors Name: Shaun Spooner

Registered Professional Land Surveyor,

Texas No. 4183

Date of Survey: 1-20-09 Revised on 3-05-09



In addition staff of TRWD is granted authority to take all steps as may be reasonable and necessary to facilitate acquisition of the above described property for the Trinity River Vision – Central City Project, including the commencement of eminent domain proceedings, with title to be held in the name of TRWD. Director Stevens seconded the motion and the vote in favor was unanimous.

19.

The agenda item on the acquisition of property for the Trinity River Vision – Central City Project was tabled to the October meeting of the Board of Directors.

20.

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

President

Secretary