

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
TARRANT REGIONAL WATER DISTRICT  
HELD ON THE 17<sup>TH</sup> DAY OF NOVEMBER 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, Steve Christian, Linda Christie, Wesley Cleveland, J. D. Granger, Todd Hatcher, David Marshall, Rachel Navejar, Wayne Owen, Tina Ptak, Paula Stewart, 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; Greg Hooten of AECOM; John Hart and Samantha Roberts of BDS Technologies; Bob Riley of BLG; Thelma Box of B & N; Chris Brooks of Carollo Engineering; Gary Savanyu of CRIADO; Jeff Salavarría of Frost; Kim Arnold of Jacobs; Bob Johnson of MWH; Kristin Comer of Marshall Lancaster & Associates; Dave Yanke of R. W. Beck; Judd Pritchard of TRC - JV; 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 Leonard and seconded by Director Lane, the Directors unanimously voted to approve the minutes from the meeting held October 20, 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 reported that the Watershed Protection presentation given by Darrel Andrews and David Geary at their annual meeting was well received.

4.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to approve a contract with R W. Beck for program management support of Phase I of the Integrated Third Pipeline Project at a cost not to exceed of \$8,725,911. Funding for this contract is included in the 2009 Bond Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

5.

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

<b>Equipment</b>	<b>Vendor</b>	<b>Funding Source</b>	<b>Approved Amount</b>	<b>Committee Recommending Approval</b>
Roof repairs at Waxahachie Booster Pump Station	Ennis Roofing	2010 Revenue	\$57,200	Construction and Operations

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

6.

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

<b>Equipment</b>	<b>Vendor</b>	<b>Approved Amount</b>	<b>Funding Source</b>	<b>Committee Recommending Approval</b>
Computer hardware and software	HP Financial Services	\$304,077.51/per year for 4 years	General	Technology Committee
Operating licenses	Dell ASAP	\$60,000	General	Technology Committee

ITB#10-014 1/2 Ton 4WD Crew Cab Pickup	Caldwell Country Chevrolet of Caldwell, Texas	\$32,893.96	General	Construction and Operations Committee
ITB#10-019 Tandem Axle Cab & Chassis w/ Dump Body	Longhorn International Trucks LTD of Austin, Texas	\$113,280.17	General	Construction and Operations Committee
ITB#10-018 1/2 Ton 2WD Cargo Van	Planet Ford of Spring, Texas	\$22,085.27	Revenue	Construction and Operations Committee
ITB#10-020 3/4 Ton 2WD LWB Cab & Chassis w/ Utility Bed	Philpott Motors of Nederland, Texas	\$26,110.49	Revenue	Construction and Operations Committee
ITB#10-021 60KW Stand by Generator	Waukesha-Pearce Industries of Houston, Texas	\$32,495	Revenue	Construction and Operations Committee

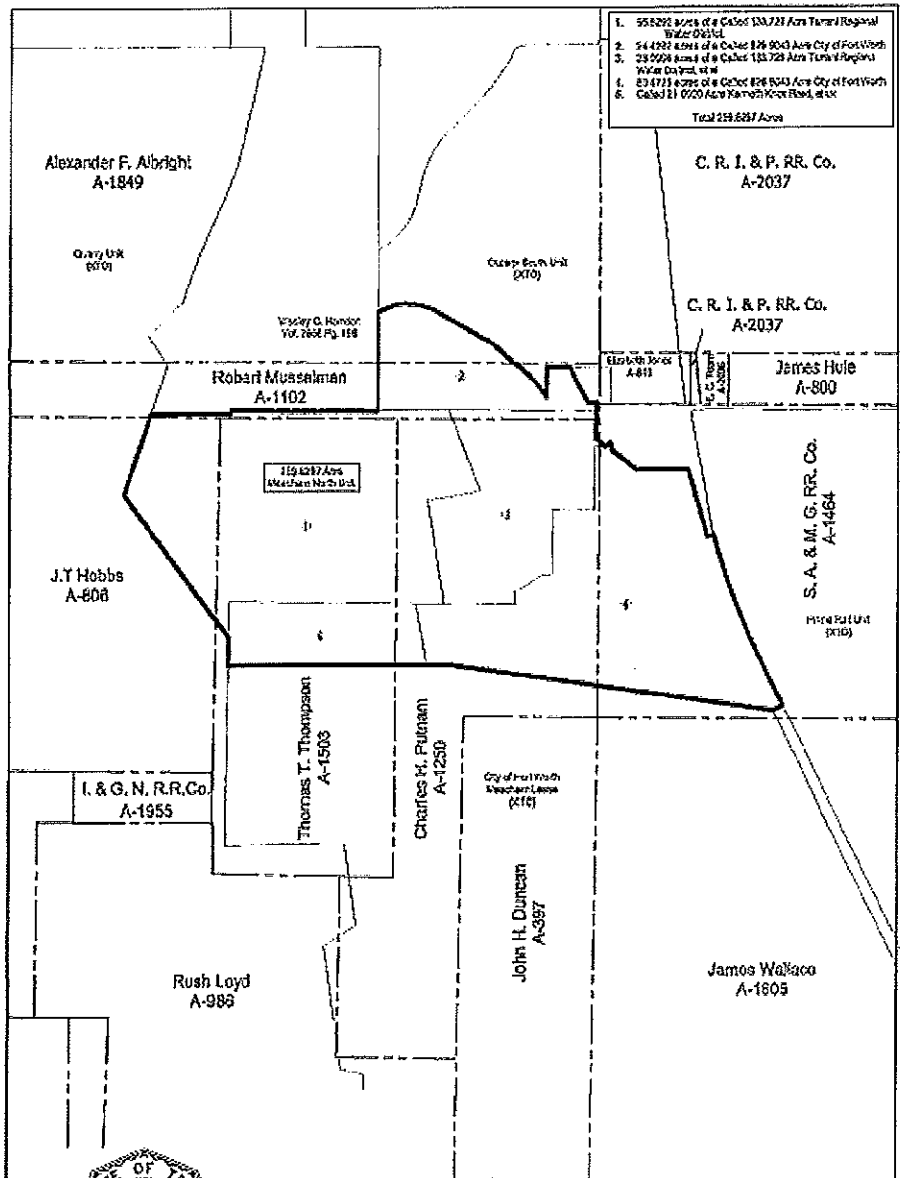
In addition, Madeline Robson is granted authority to approve future maintenance and support agreements on necessary software or hardware. Director Leonard seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management and the Oil and Gas Committee, Director Sparks moved to ratify the pooling agreement executed by Ken Brummett on behalf of the Water District for the XTO Meacham North Unit at Cement Creek Lake as shown on the exhibit below:

EXHIBIT 'C'

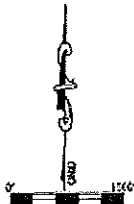
1. 95,629 acres of a Colter 133,721 Acre Tarrant Regional Water District.
  2. 54,492 acres of a Colter 826,903 Acre City of Fort Worth.
  3. 28,928 acres of a Colter 133,723 Acre Tarrant Regional Water District.
  4. 23,473 acres of a Colter 826,903 Acre City of Fort Worth.
  5. Called 21,050 Acre Meacham North Unit.
- Total 228,621 Acres



STATE OF TEXAS  
 J. G. Glass, Registered Professional Land Surveyor, do hereby certify the above plat to be true and correct to the best of my knowledge.  
 Harry L. Johnson & Associates  
 ELS Surveying & Mapping, Inc.  
 Registered Professional Land Surveyor No. 6262

September 11, 2009.  
 The location shown hereon was situated from local ties as evidenced by comparison. Distances shown are not intended to be definitive in establishing title boundaries. The acreage shown hereon was provided by others. Readings are based on NAD 27 State Plane Coordinates.

FOR THE EXCLUSIVE USE OF  
**XTO ENERGY INC.**



**UNIT PLAT**  
**XTO ENERGY INC.**  
**MEACHAM NORTH UNIT**  
**TARRANT COUNTY, TEXAS**  
**SCALE: 1" = 1000'**

From the Office of ELS Surveying & Mapping, Inc /  
 Harry L. Johnson & Associates - Aledo, Texas

Director Lane 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 approve a lease with Dale Property Services, L.L.C. for the bonus bid of \$24,691, 25 percent royalty, and a three (3) year primary term for the Water District's mineral interest in and to 9.8761 acres as shown below:

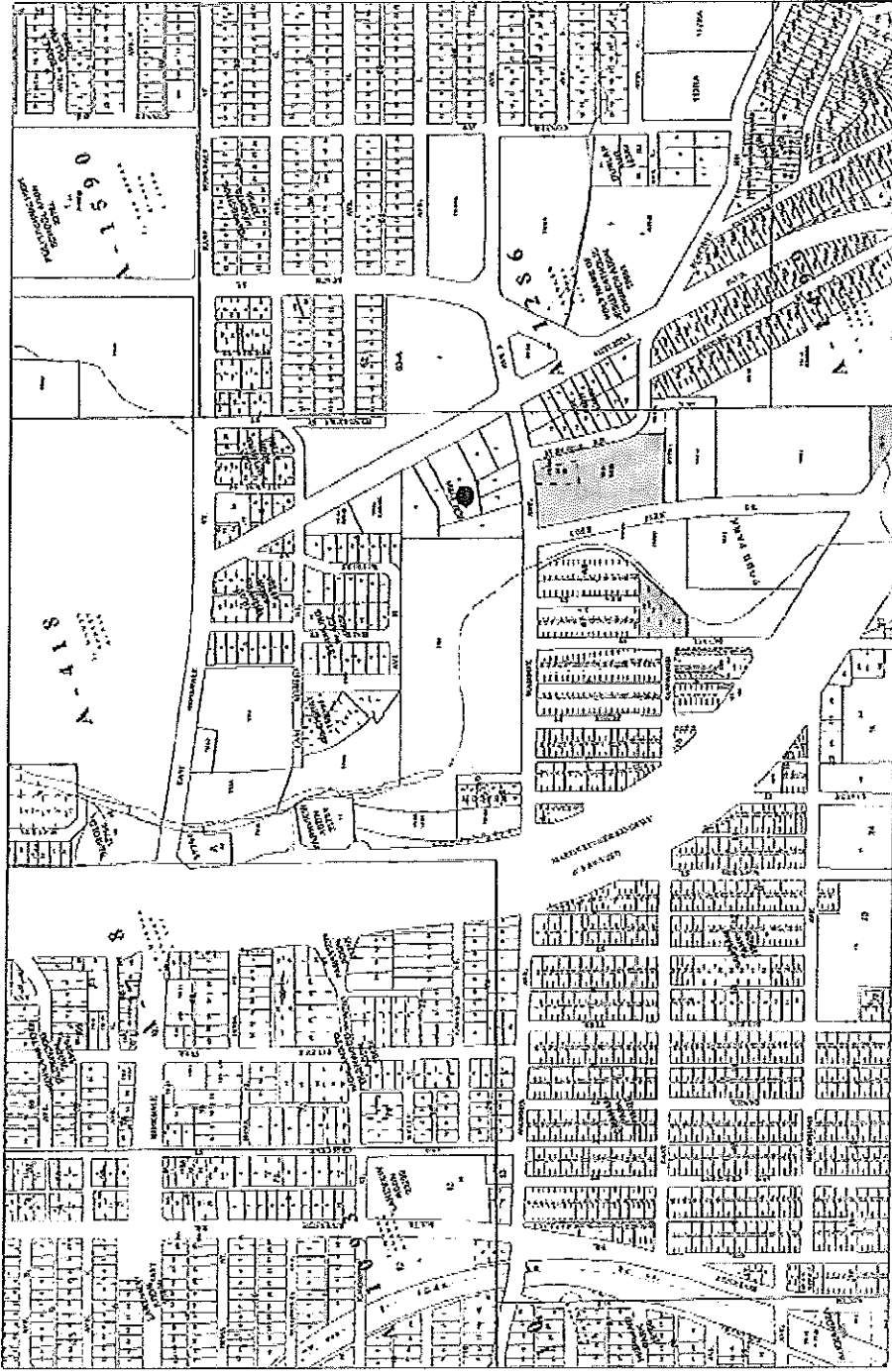
TRWD - Maddox Ave.

9.8761 acres

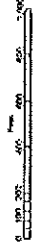
- Tract 1: 1.1111 acres, more or less, being Lots 10, 11, 12 and 13, Block 47 of the Graham Park Addition, an addition to the City of Fort Worth, Tarrant County, Texas, more particularly described by metes and bounds according to that certain plat recorded in Volume 309, Page 23 of the Deed Records, Tarrant County, Texas.
- Tract 2: 2.965 acres, more or less, out of the John Davis Survey, Abstract No. 418, more particularly described by metes and bounds in that certain Quitclaim Deed dated August 1, 1951 by and between John Bailey and Sammy Sue McCleery, Executor and Trustee of the Will and Estate of William J. Bailey, and Susa C. Bailey, a widow, as Grantors and the Tarrant County Water Control and Improvement District No. 1, as Grantee, recorded in Volume 2457, Page 624 of the Deed Records, Tarrant County, Texas.
- Tract 3: 5.8 acres, more or less, out of the John Davis Survey, Abstract No. 418, more particularly described by metes and bounds in that certain Right-of-Way Deed dated June 15, 1951 by and between Alvin H. Fish and wife, Jarene Fish, as Grantors and the Tarrant County Water Control and Improvement District No. 1, as Grantee, recorded in Volume 2331, Page 293 of the Deed Records, Tarrant County, Texas.

TREAD LANDS

MADDOX DRIVE SITE



Tarrant Appraisal District



Sep 14, 2009

2060-384





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

9.

With the recommendation of management and the Construction and Operations committee, Director Lane moved to waive the previously approved take-or-pay provision from the water contracts with the Trinity River Authority for Ennis and Midlothian for the 2011 fiscal year. Director Sparks seconded the motion and the vote in favor was unanimous.

10.

The Board of Directors recessed for a break from 9:54 a.m. to 10:01 a.m.

11.

The President and presiding officer next called an executive session at 10:02 a.m. under V.T.C.A., Government Code, Section 551.071 to consider pending or contemplated litigation – Oklahoma water resources and Trinity River Vision-Central City Project; and under Section 551.072 to deliberate the purchase, sale, lease or exchange of real property.

12.

Upon completion of the executive session at 10:23 a.m., the President reopened the meeting.

13.

With the recommendation of management and the Land Committee, Director Sparks moved to approve the exchange of certain easement rights between Union Pacific Railroad Company (UPRC) and the Water District on land located beneath and adjacent to the UPRC's existing railroad bridge over the Clear Fork of the Trinity River near IH-30, situated in the E. S. Harris Survey, A-688, Tarrant County, Texas as follows:

- TRWD agrees to grant **0.12** acre of permanent bridge easement and 50 foot wide temporary construction easement to UPRC.
- UPRC agrees to grant **0.08** acre of permanent access easement to TRWD.

UPRC / TRWD Easement Exchange

OLD UNIVERSITY

Temporary Construction Easement

Permitted Railroad Easement

TRWD Permanent Access Easement

RAMP

ROSEDALE

ROSEDALE

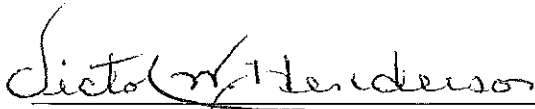
RAMP

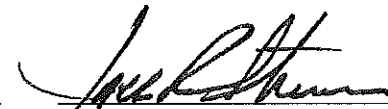


In addition, R. Steve Christian is granted authority to execute all documents necessary to complete these transactions. Director Lane seconded the motion and the vote in favor was unanimous.

14.

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

  
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President

  
\_\_\_\_\_  
Secretary