

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 15TH DAY OF DECEMBER 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, Steve Christian, Linda Christie, J. D. Granger, Nancy King, David Marshall, Wayne Owen, Sandy Swinnea and Ed Weaver.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District; Lee Christie, Hal Ray and Jared Harrell representing Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; Dick Fish of Save Eagle Mountain Lake; Joe King II and Greg Hooten of AECOM; John Hart of BDS Technologies; Dale Cherry and Randy Romack of Black and Veatch; Dan Buhman of CDM; Mark Rauscher of City of Fort Worth; Chris Brooks of Carollo Engineering; Cristina Criado and Gary Savanyu of CRIADO; Ron Lemons of Freese & Nichols, Inc.; Jeff Salavarría of Frost Bank; Tony Almeida of Half Associates; Kim Arnold and Peter Brettell of Jacobs; Bob Johnson and Tina Hanson of MWH; Bill Wimberley and Steve Roberson of Teague Nall & Perkins; Brian Newby of Cantey Hanger, LLP; 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 Sparks, the Directors unanimously voted to approve the minutes from the meeting held November 17, 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 there were 18 boats in the Parade of Lights. A \$1000 prize was awarded to Save Eagle Mountain Lake's 32 foot Morgan sail boat.

4.

Staff Updates

- Water Conservation Awareness Survey

5.

With the recommendation of management, Director Lane moved to approve Amendment No. 1 to the Agreement to Participate in Tax Increment Reinvestment Zone Number Nine, City of Fort Worth, Texas (Trinity River Vision TIF), which extended the existing boundaries of the TIF area and extended the term of the TIF from 25 years to 40 years. Director Stevens seconded the motion and the vote in favor was unanimous.

6.

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

Equipment	Vendor	Approved Amount	Funding Source	Committee Recommending Approval
One Ton Ext Cab LWB 2WD Single Axle Cab and Chassis	Philpott Motors of Nederland, Texas	\$21,283.30	Revenue	Construction and Operations
Hydraulic Excavator	Kirby-Smith Machinery, Inc. of Dallas, Texas	\$330,795	General	Construction and Operations
Compact Uni-Loader	Kirby-Smith Machinery, Inc. of Dallas, Texas	\$55,580	General	Construction and Operations

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

7.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to approve an agreement with Applied Weather Associates for an updated site-specific probable maximum precipitation (PMP) study in the amount of \$189,750. Funding for this

agreement is included in the 2009 Bond Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to approve an agreement with the conforming bidder, Severn Trent Water Purification (bidders representative: Hartwell Environmental) for liquid chlorination system improvements for Cedar Creek and Richland-Chambers Lake pump stations in the amount of \$127,095. Funding for this agreement is included in 2009 Bond Fund. 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 Leonard moved to amend the contract with Black & Veatch for detailed design and construction support for the Arlington Outlet Hydroelectric Project at a cost of \$1,602,345. Funding for this contract is included in the 2009 Bond Fund. 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 Sparks moved to approve Kellogg, Brown and Root Services Area Job Order Contract to provide all materials, equipment, labor and supervision required to re-coat 10 existing 42-inch elbows at Ennis and Waxahachie Booster Pump Stations for an amount not to exceed \$109,596. Funding for this contract will be paid from the FY 2010 Revenue Fund Budget. Director Leonard 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 Freese & Nichols, Inc. to commence Phase 1 of the

Cedar Creek Comprehensive Dam Assessment at a cost of \$84,400. Funding is included in the 2009 Bond Issue. 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 Leonard moved to approve a contract with Parsons Brinckerhoff for Phase 4A and 4B of the Eagle Mountain Dam Geotechnical and Stability Analysis with field and laboratory investigation, analysis, results and conclusions for the amount of \$1,504,990. Funding for this contract is included in the 2009 Bond Issue. Director Sparks seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to approve the change in calculation of retainage being held on the pay requests for S.J. Louis Construction of Texas for the Mansfield Bypass Project on the Richland-Chambers Pipeline contract. The amount of retainage to be held is \$165,172.82, which represents 5% of the contract amount of \$3,303,456.39. Funding for this contract is included in the 2009 Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

14.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to close out the contract with Archer Western Contractors LTD for the Richland-Chambers Wetlands Phase I Project with the final release of retainage in the amount of \$400,000. Funding for this contract is included in the 2006 Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

15.

With the recommendation of management, Director Lane moved to approve modification of the existing Trinity River Vision survey contract by adding seventeen parcels to be surveyed by TranSystems Corporation for an additional amount of \$70,980 for a new contract total of \$605,790. Funding for this

contract is included in the FY 2010 General Fund – TRV. Director Sparks seconded the motion and the vote in favor was unanimous.

16.

The Board of Directors recessed for a break from 10:46 a.m. to 10:53 a.m.

17.

The President and presiding officer next called an executive session at 10:54 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.

18.

Upon completion of the executive session at 11:44 a.m., the President reopened the meeting.

19.

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 Shope & Ryan Management, Inc. for the total negotiated purchase price of \$1,406,000. Funding for this purchase is included in the FY 2010 General Fund - TRV.

Fee simple title to the surface estate only of approximately 1.812 acres of land, including improvements, situated in the City of Fort Worth, Tarrant County, Texas and being a tract of land conveyed to Shope & Ryan Management, Inc. by deed recorded in Instrument No. D206069969, Deed Records of Tarrant County, Texas, said tract being all of Lot 1, Block 1, Page Addition, being an addition to the City of Fort Worth according to the plat recorded in Cabinet A, Page 4926, Plat Records of Tarrant County, Texas, said tract being more particularly described as further described in the accompanying resolution and on the survey plat attached thereto as Exhibit "A"

**LEGAL DESCRIPTION
PARCEL 63
SHOPE & RYAN MANAGEMENT, INC.**

SITUATED in the City of Fort Worth, Tarrant County, Texas and being a tract of land conveyed to SHOPE & RYAN MANAGEMENT, INC. by deed recorded in Instrument No. D206069969, Deed Records of Tarrant County, Texas (D.R.T.C.T.), said tract being all of Lot 1, Block 1, Page Addition, being an addition to the City of Fort Worth according to the plat recorded in Cabinet A, Page 4926, Plat Records of Tarrant County, Texas (P.R.T.C.T.), said tract being herein more particularly described by metes and bounds as follows:

BEGINNING at a 5/8" iron rod found at the southeast property corner of the said Lot 1, same being the northeast property corner of Lot 1, Block 4, Valley View Addition, being an addition to the City of Fort Worth according to the plat recorded in Cabinet B, Slide 266, P.R.T.C.T., said beginning point being on the west line of an existing Alley Way;

THENCE South 89°05'10" West, along the south property line of the said Lot 1, Page Addition, along the north property line of the said Lot 1, Valley View Addition and along the north property line of the remainder of a called 2.907 acre tract of land now owned by Robert Gathings and being described in deed recorded Volume 9291, Page 330, D.R.T.C.T., a distance of 189.54 feet to a 1/2" iron rod with cap stamped "SPOONER AND ASSOCIATES" set (1/2" CIRS), at an inner south property corner of the said Lot 1, Page Addition, same being the northwest property corner of the said Gathings tract;

THENCE South 33°12'37" West, along an east property line of the said Lot 1, Page Addition and along the west property line of the said Gathings tract, 91.38 feet to a 1/2" CIRS at the southerly most southeast property corner of the said Lot 1, Page Addition, said 1/2" CIRS being on the northeasterly right-of-way line of North Henderson Street, being a variable width right-of-way, said 1/2" CIRS also being located North 33°12'37" East a distance of 10.13 feet from a 5/8" iron rod found;

THENCE North 47°27'03" West, along the southerly most southwest property line of the said Lot 1, Page Addition and along the said northeasterly right-of-way line, 91.95 feet to a 1/2" CIRS at the most westerly southwest property corner of the said Lot 1, Page Addition, said 1/2" CIRS being on the east property line of a called 1.749 acre tract of land conveyed to Arvin W. Turner, Jr., Testamentary Trust, by deed recorded in Tarrant County Clerk's Instrument Number D194042235, D.R.T.C.T., said 1/2" CIRS also being located North 01°03'26" West a distance of 13.81 feet from a 3/4" iron rod found in concrete;

THENCE North 01°03'26" West, along the west property line of the said Lot 1, Page Addition and along the said east property line of the Turner tract, 252.49 feet to a 1/2" iron rod with cap stamped "RPLS 4188" found at the northwest property corner of the said Lot 1, Page Addition, same being the southwest property corner of Lot 1, Block A, Valley View Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-175, Page 64, P.R.T.C.T.;

THENCE North 89°06'00" East, along the north property line of the said Lot 1, Page Addition and along the south property line of the said Lot 1, Block A, Valley View Addition, 309.38 feet to a 1/2" CIRS at the northeast property corner of the said Lot 1, Page Addition, said 1/2" CIRS being on the said west line of an existing Alley Way;

EXHIBIT A

THENCE South 00°37'30" East, along the east property line of the said Lot 1, Page Addition and along the said west line of the existing Alley Way, 240.02 feet to the **Point of Beginning**;

The tract being herein described contains **1.812 acres (78,928 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.

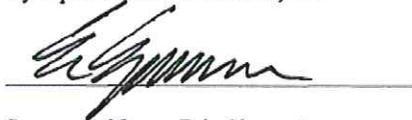
I do certify on this 23th day of January, 2009, that a survey was made on the ground as per the field notes shown on this survey and is true and correct according to the standards of the Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey, and accurate 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 March 15, 2007, GF# DT-06-02778-SLT 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.

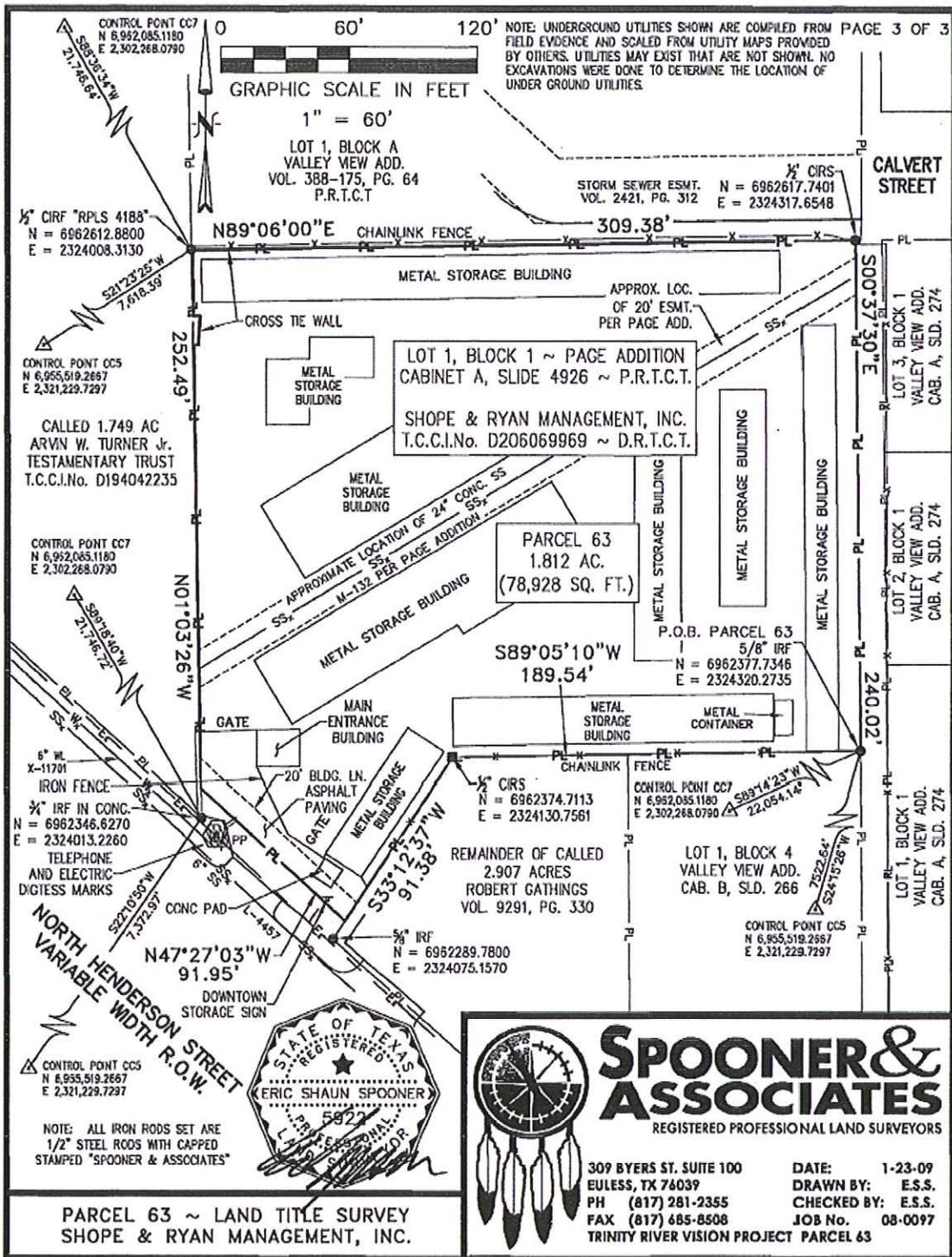
This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey.

By: Spooner and Associates, Inc.



Surveyors Name: Eric Shaun Spooner
Registered Professional Land Surveyor,
Texas No. 5922
Date of Survey: 1-23-2009

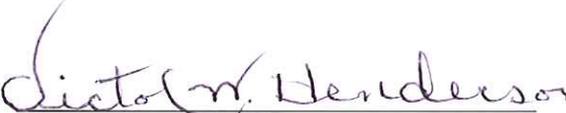




In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction and to pay reasonable and necessary closing and related costs. Director Leonard seconded the motion and the vote in favor was unanimous

20.

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


President


Secretary
