

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 23RD DAY OF MARCH 2010 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 Alan Thomas, Ken Brummett, Steve Christian, JL Cabrera, Wesley Cleveland, J. D. Granger, Todd Hatcher, Nancy King, Chad Lorance, David Marshall, Rachel Navejar, Madeline Robson, Sandy Swinnea, Ed Weaver and Mike Witthaus.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District; Lee Christie of Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; Greg Hooten of AECOM; Randy Romack of Black and Veatch; Thelma Box, Steve Sanches and Billy Wendland of Burgess & Niple, Inc.; Don Funderlic and Dan Buhman of CDM; William Causey of Carollo Engineering; Randall Gideon of Gideon Toal, Inc.; Tony Almeida of Halff Associates; Peter Brettell and Kim Arnold of Jacobs; Jeff Ground of LAN; Bob Johnson and Tim Hanson of MWH; Silverio Garza, Jr. and Ryan Smith of MACTEC; Kristin Comer of Marshall Lancaster & Associates; Tom Purvis of Panther Partners; 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 February 16, 2010. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Director Stevens attended two recent watershed protection planning meetings and wanted to compliment Darrel Andrews and Mark Ernst on their work. He also announced that a Region C Initially Prepared Plan Public Hearing will be held at the Bob Duncan Center, 2800 S. Center St., Arlington, TX on Thursday, May 25, 2010 at 7:00 p.m.

4.

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
New Lawson Components – Absence Management and Asset Management	Lawson Software	\$80,000	General	Technology
Computer lease	Dell	\$40,879.80 for a term of 3 years with annual payments of \$13,626.60. The lease will be structured with a \$1 buyout option. Amount financed is \$37,123.64	General	Technology
Supply and Installation Contract for Cedar Creek Pipeline — Medium Voltage Switchgear Breaker Replacement Project	Eaton Cutler-Hammer	\$718,945	2009 Bond Fund	Construction and Operations
Butterfly Valves and Actuators	Valve and Equipment Consultants, Inc.	\$496,499	2009 Bond Fund	Construction and Operations

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

5.

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

Equipment	Vendor	Funding Source Approved Amount	Funding Source	Committee Recommending Approval
Replacement of Existing Actuators at the Benbrook Outlet and Installing a New Actuator on the Clear Fork Stilling Basin Valve	Controls International Inc.	\$30,369	Revenue	Construction and Operations
Upgrade annual subscription to DrillingInfo.com from "Basic" to "DI Plus"	DrillingInfo.com	Not to exceed \$29,300	General	Technology

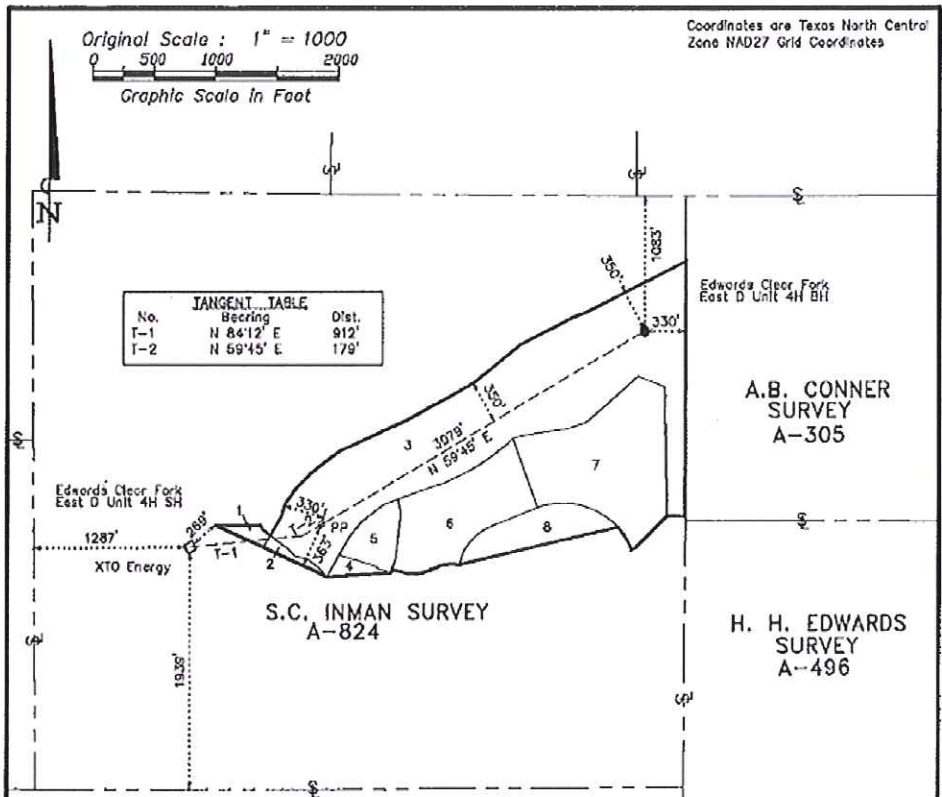
Director Stevens seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management and the Construction and Operations Committee, Director Lane moved to approve contracting for design services with Camp Dresser and McKee Inc. for trail and trailhead facilities located east of Samuels Avenue and north of North Side Drive for the amount of \$95,000. Funding for this contract is included in the General Fund budget. Director Sparks seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management and the Oil and Gas Committee, Director Stevens moved to ratify the pooling agreement executed by Ken Brummett on behalf of the Water District for the XTO Edwards Clear Fork East D unit at Eagle Mountain Lake as shown on the Exhibits below.



Lease No.	Lessor	Acres
1	Edwards Geren Ltd.	0.850
2	Caswell O. Edwards, II, et al	0.782
3	Tarrant Regional Water District	60.086
4	Fretus Investors Fort Worth, LP	1.042
5	Storage Portfolio II, L.P.	3.955
6	CWS Marquette-Stonewall LP, et al	15,248
7	Gateway Public Facility Corp.	22,943
8	Ock Hill Apartments	6,950
Total Unit Area		111,866

Surface Location
 Elev. 577'
 X=2,033,752 Y=381,130
 Lat.=32.71427 Long.=97.39026

Penetration Point
 X=2,034,814 Y=381,310
 Lat.=32.71477 Long.=97.38980

Bottom Hole Location
 X=2,037,475 Y=382,870
 Lat.=32.71903 Long.=97.37815

Surface Location:
 289' from a northwest corner of the lease and 1287' from the west line and 1935' from the south line of the S.C. Inman Survey, A-824.

Penetration Point:
 330' from a northwest line and 353' from a southwest line of the lease.

Bottom Hole Location:
 350' from the northwest line and 350' from the east line of the lease and 330' from the east line and 1083' from the north line of the A.B. Conner Survey, A-305

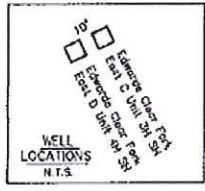
Surface location is in the city limits of Fort Worth, Texas.

This Plot was prepared to represent the Edwards Clear Fork East D gas drilling unit and the mineral tracts within that unit, for the sole use of XTO Energy Inc. and does not represent a boundary survey.

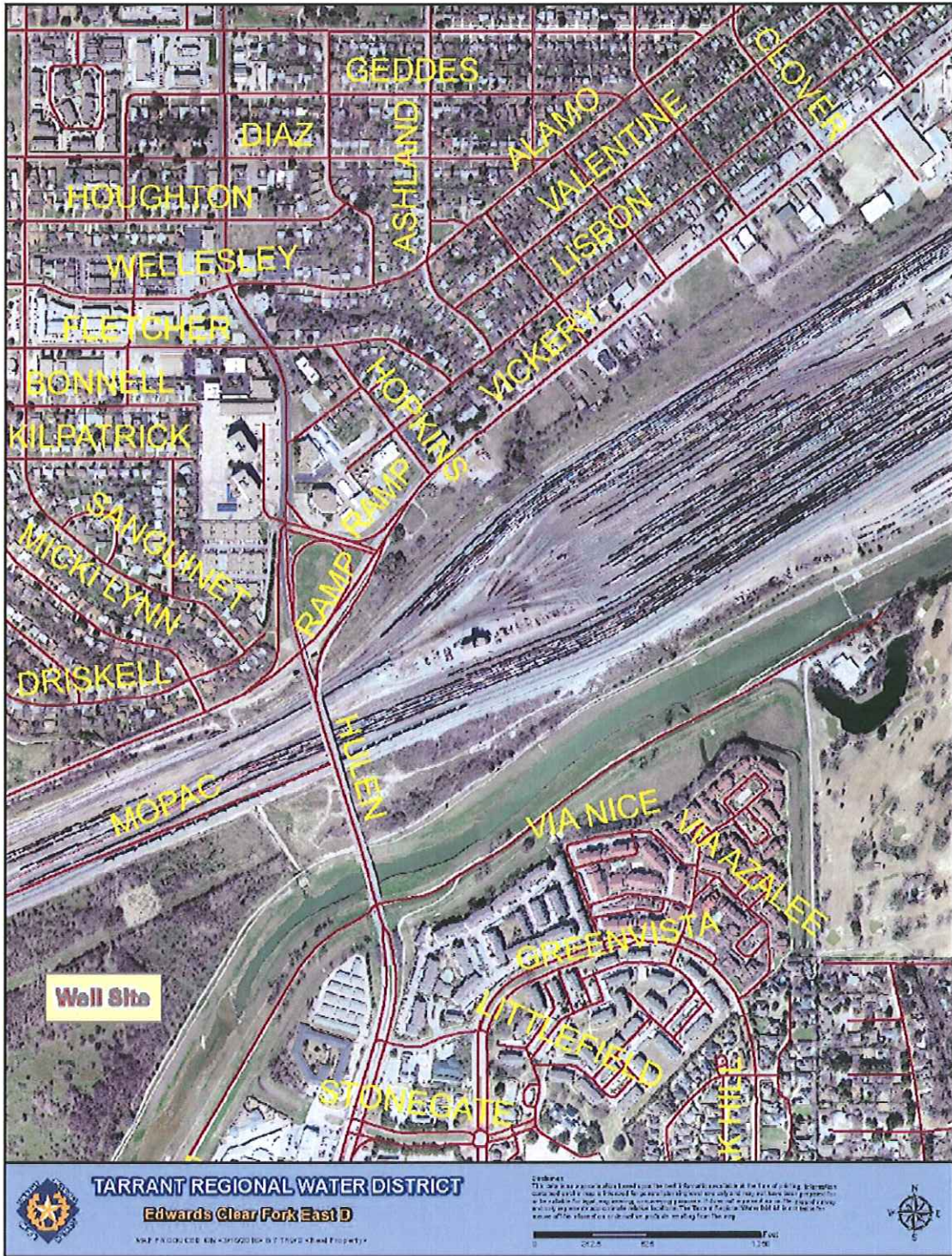
Directions to surface location
 From the intersection of Southwest Blvd.(SH 183) and Bryant Irvin Road, North on Bryant Irvin Road 1.2 miles to Edwards Ranch Road. Following Edwards Ranch Road/ Access Road 1.9 miles to the entrance to pad site.

PREPARED FROM RECORDS AND A SURVEY MADE ON THE GROUND ON AUGUST, 2008.

James W. Bartlett
 JAMES W. BARTLETT R.P.L.S. NO. 1897



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



Director Lane 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 contracting with Corrosion Consulting Service Corporation for a time and materials contract for corrosion protection of the Cedar Creek and Richland-Chambers pipelines contract not to exceed \$75,000. Funding for this contract is included in the FY 2010 Revenue Fund budget. Director Stevens seconded the motion and the vote in favor was unanimous

9.

The Board of Directors recessed for a break from 9:59 a.m. to 10:08 a.m.

10.

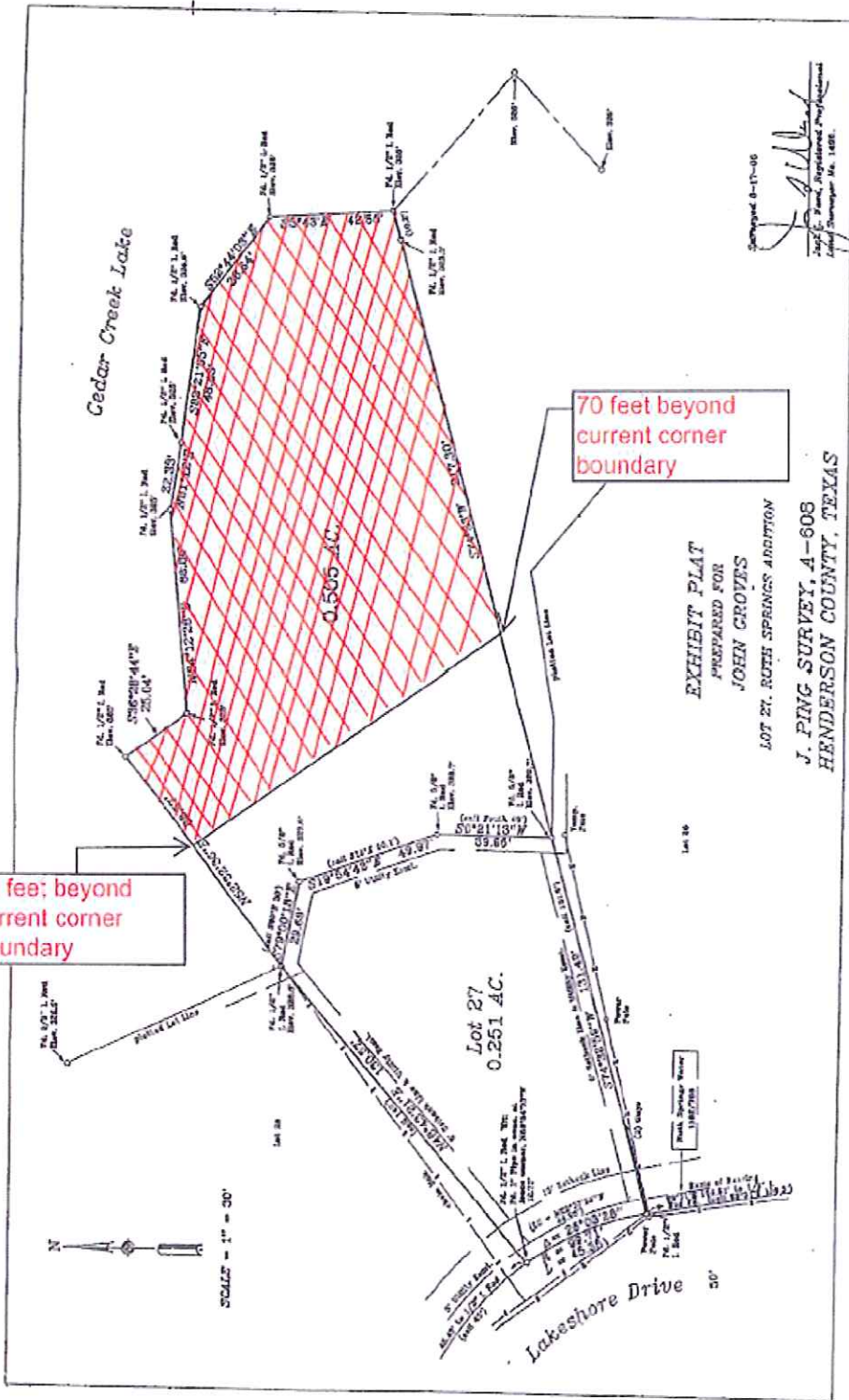
The President and presiding officer next called an executive session at 10:09 a.m. under V.T.C.A., Government Code, Section 551.071 to conduct a private consultation with attorneys regarding pending or contemplated litigation; and under Section 551.072 to deliberate the purchase, sale, lease or exchange of real property.

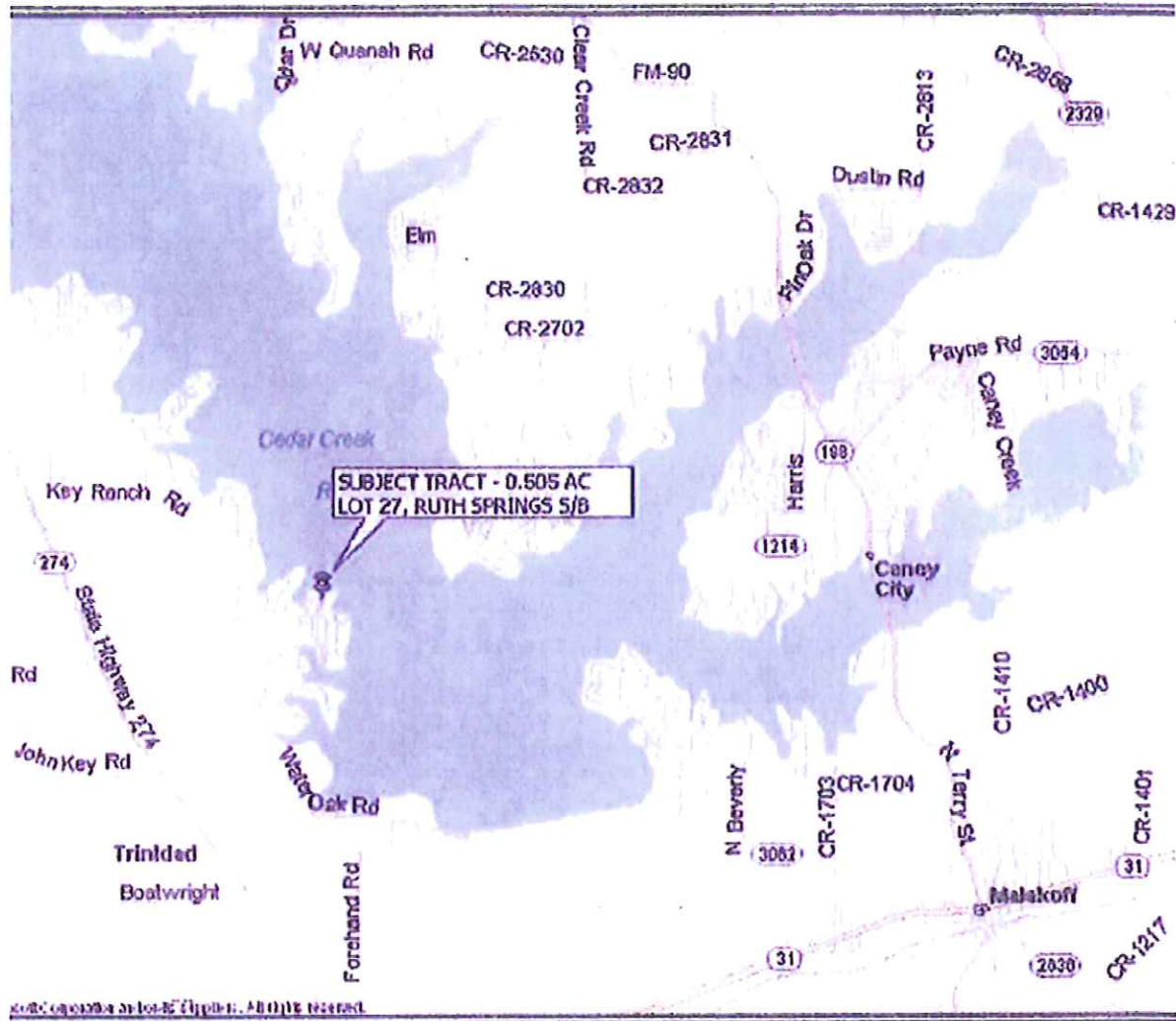
11.

Upon completion of the executive session at 11:35 a.m., the President reopened the meeting.

12.

With the recommendation of management and the Real Estate Committee, Director Sparks moved to approve the conveyance of 0.505 of an acre of land abutting Lot 27, Ruth Springs Addition and being above the 322.0' msl conservation pool of Cedar Creek Lake to Pam Grove, the owner of Lot 27, in consideration of \$30,000.00. The conveyance to be by a Deed Without Warranty, containing reservations of a flowage easement, mineral rights, vertical surface building restrictions and other restrictions on the development and use of the land. The Board recognized this tract as surplus to TRWD's operation and maintenance of Cedar Creek Lake and due to its size and location, is acknowledged as an uneconomic remnant of the original acquired parcel. Additionally, the terms and conditions of the proposed sale to the abutting landowner are necessary or advantageous to the District.

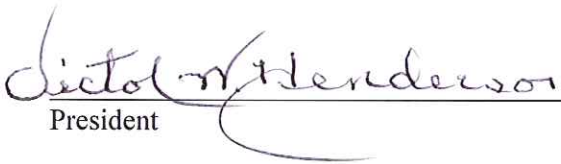




In addition, R. Steve Christian is granted authority to execute all documents necessary to complete the transaction. Director Lane seconded the motion and the vote in favor was unanimous.

13.

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



President



Secretary