

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 18TH DAY OF MAY 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 Jim Oliver, Alan Thomas, Stacy Beeson, Steve Christian, Linda Christie, Wesley Cleveland, J.D. Granger, Nancy King, David Marshall, Rachel Navejar, Mark Olson, Wayne Owen, and Sandy Swinnea.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District; Lee Christie and Jared Harrell of Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; Dick Fish of Save Eagle Mountain Lake; Greg Hooten of AECOM; Amy Moore and Afisu Olabador of AFM & Associates; Randy Romack of Black & Veatch; Dan Buhman and Doug Varner of CDM; Gary Savanyu of Criado & Associates, Inc.; Nick Bulaich and David Medanich of First Southwest; Alan Hutson and Coy Veach of Freese and Nichols, Inc.; Jeff Salavarria of Frost; Tony Almeida of Halff Associates; Bob Card, Martin Chartier, and Tony Boyd of LAN; Matt Garcia and Robert Johnson of MWH; Alan Raynor of McCall, Parkhurst and Horton, LLP; Paul Blanchard of NWP Co.; Ed Wueste of S & B Infrastructure Ltd; Judd Pritchard of Capitol Alliance; 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.

Nancy King next presented to the Board of Directors the official returns of the election for two (2) Directors conducted by the Water District on May 8, 2010. The Directors, as a Committee of the Whole, publicly examined and did formally canvass the election returns. Out of 333,846 registered voters, there were 12,063 ballots cast. The tabulation reflects that Marty Leonard and Jim Lane were duly elected to the Board, and President Henderson recommended that this Board certify them as duly elected members of the Board of Directors of Tarrant Regional Water District, and declare the election results to be as shown on the tabulation.

Director Sparks moved that the Board of Directors find and declare that the results were as follows:

Marty Leonard	6,506 votes	33.74%
John Basham	3,603 votes	18.69%
Adrian Murray	3,365 votes	17.45%
Jim Lane	5,860 votes	30.11%

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

3.

According to the results of the election for two (2) Tarrant Regional Water District Board of Directors, James W. Lane and Martha V. Leonard were administered the Oaths of Office by Victor W. Henderson, President.

4.

On a motion made by Director Leonard and seconded by Director Stevens, the Directors unanimously voted to approve the minutes from the meeting held April 20, 2010. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

5.

Dick Fish of Save Eagle Mountain Lake was pleased to report the success of the Eagle Mountain Lake Clean-up, which included 18 participants from Save Eagle Mountain Lake and Dido United Methodist Church. The event was well-organized by Brenda Fry, Robbie Tompkins and David Geary. Some volunteers on an ATV collected 2 Volkswagen size piles of debris.

6.

With the recommendation of management, Director Sparks moved to adopt a resolution authorizing the issuance, sale, and delivery of Tarrant Regional Water District, a Water Control and Improvement District, Water Revenue Bonds, Series 2010A, pledging revenues for the payment of the bonds, and approving and authorizing other instruments and procedures relating thereto in the amount of \$17,835,000. Director Leonard seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Stevens moved to adopt a resolution authorizing the issuance, sale, and delivery of Tarrant Regional Water District, a Water Control and Improvement District, Water Revenue Bonds, Series 2010B, pledging revenues for the payment of the bonds, and approving and authorizing other instruments and procedures relating thereto in the amount of \$83,785,000. Director Leonard seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Leonard moved to approve and execute the Project Cost Funding Agreement between the Board of Directors of Tax Increment Reinvestment Zone Number Nine, City of Fort Worth, Texas (the "TIF Board") and Tarrant Regional Water District ("TRWD").

In addition, the approval and execution are subject to the determination by TRWD staff that all conditions precedent have been satisfied to carry out the purposes of the resolution, including appropriate action by each taxing unit participating in Tax Increment Reinvestment Zone Number Nine (the "TIF District") to contribute eighty percent (80%) of its annual tax increment on real property located in the expanded TIF area to the tax increment fund of the TIF District (the "TIF Fund") for the duration of the term of the TIF District. Director Leonard seconded the motion and the vote in favor was unanimous.

9.

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

Project	Vendor	Funding Source Approved Amount	Funding Source	Committee Recommending Approval
Temporary Manual Labor Services	Pacesetter Personnel Service	\$10.23 per hour	General Revenue	Construction and Operations

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

10.

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

Equipment	Vendor	Funding Source Approved Amount	Funding Source	Committee Recommending Approval
Current Year Model Pontoon Work Boat, Motor, and Trailer	Metalite Industries	\$46,870	Revenue	Construction and Operations

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

11.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to approve the University of Texas at Arlington's proposal to perform Phase I of the Pipeline Internal Corrosion and Biofilm Control Study in the amount not to exceed \$52,200. Funding for contract is included in the IPL Bond Funds. 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 Sparks moved to approve a contract with Camp Dresser & McKee, Inc. (CDM) for the Conceptual Design for the Integrated Pipeline at a cost not to exceed \$12,550,629. Funding for this contract is included in the IPL Bond Funds. Director Lane 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 a contract with TranSystems Corporation Consultants for the Program Wide Survey Services for Phase I of the Integrated Pipeline Project at a cost not to exceed \$8,395,585. Funding for this contract is included in the 2009 Bond Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

14.

Staff Update:

- Water Conservation

15.

The Board of Directors recessed for a break from 10:41 a.m. to 10:53 a.m.

16.

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 conduct a private consultation with attorneys regarding pending or contemplated litigation; and under Section 551.072 to deliberate the purchase, exchange, lease or value of real property.

17.

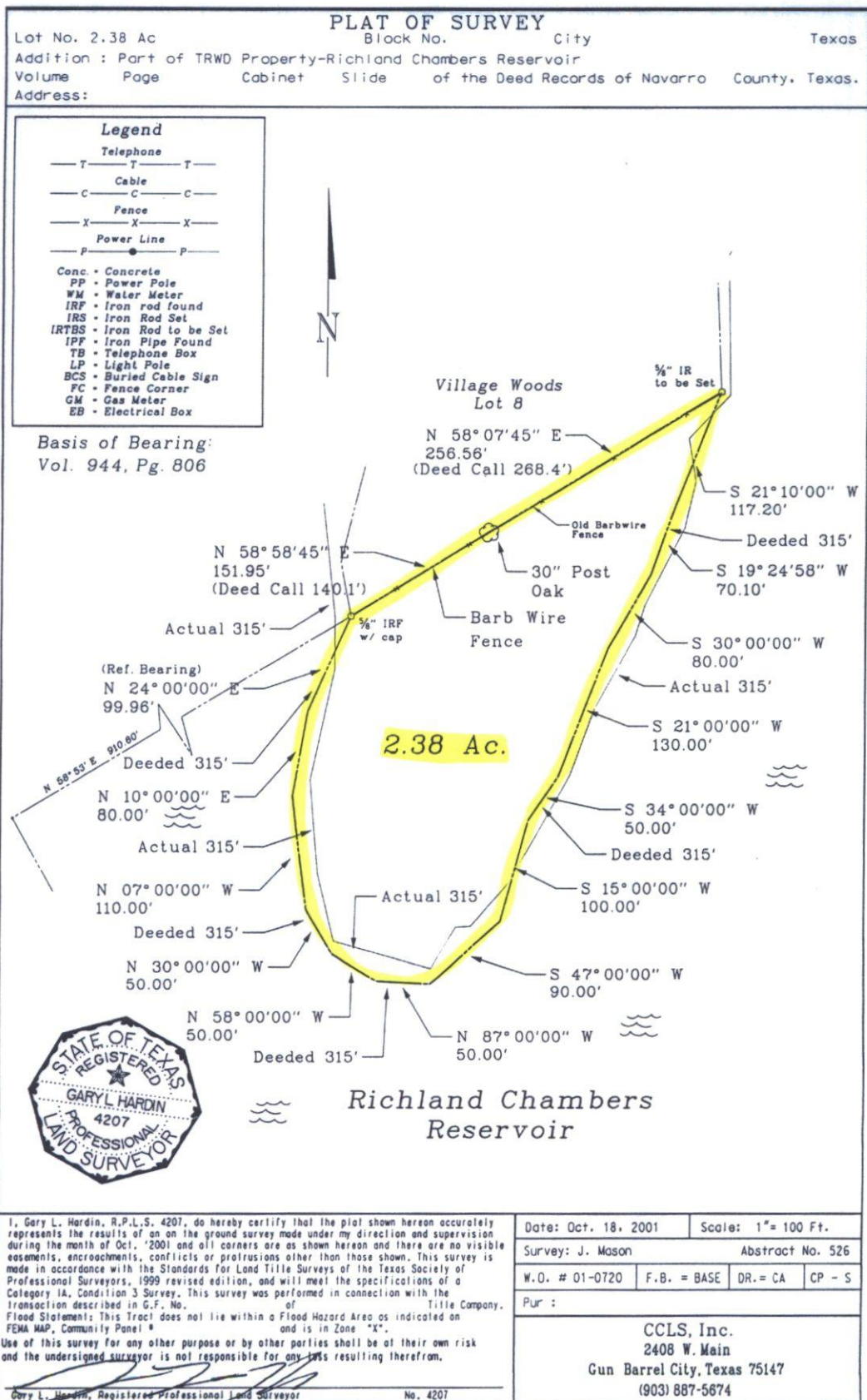
Upon completion of the executive session at 11:03 a.m., the President reopened the meeting.

18.

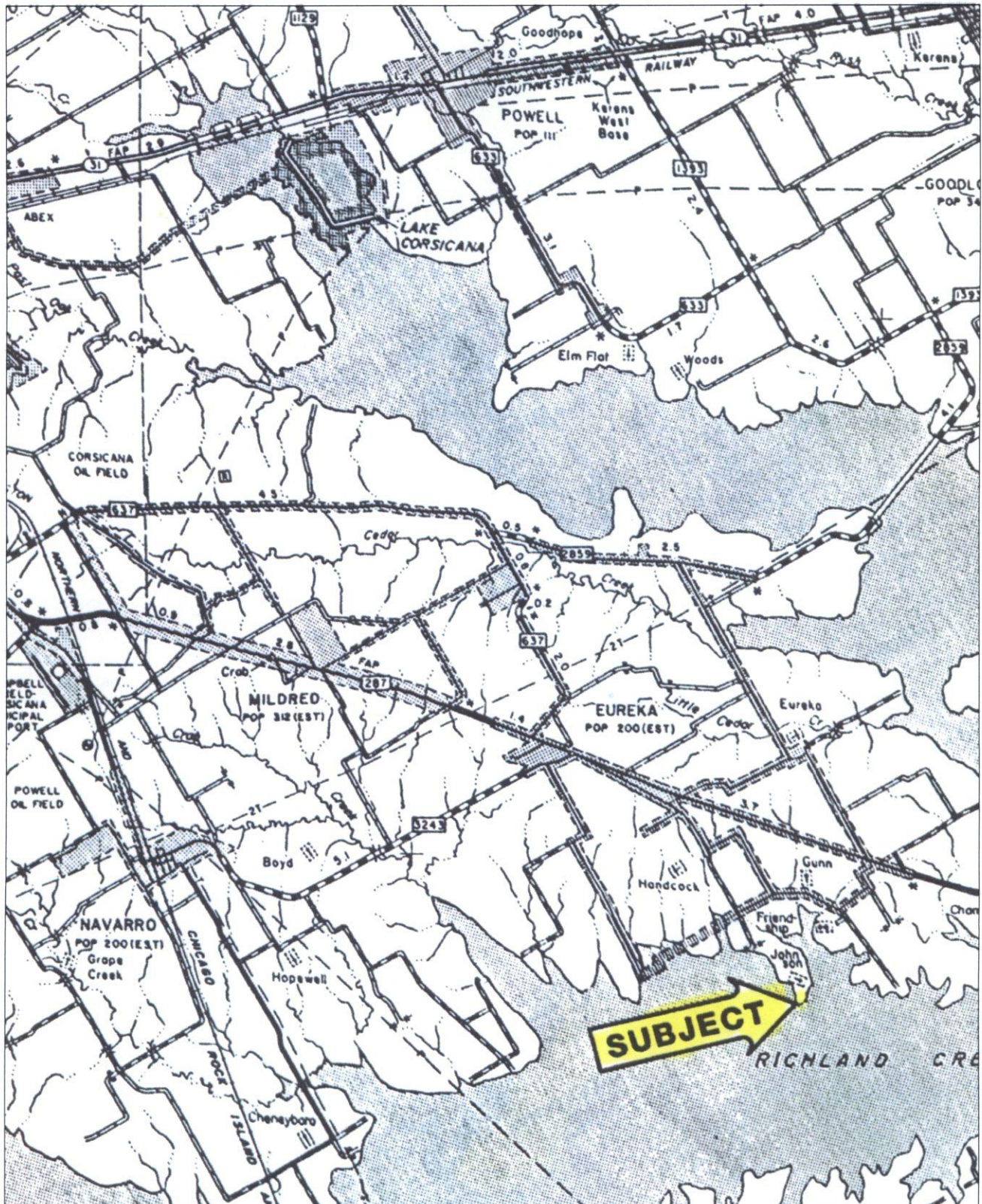
With the recommendation of management and the Real Estate Committee, Director Leonard moved to approve the sale of the following described tract of land to the adjoining owner, Richard Martinson, for the appraised value of \$20,700:

**2.38 acres of land, more or less, situated in the J. Mason Survey, A-526,
Navarro County, Texas**

Survey Plat



Vicinity Map



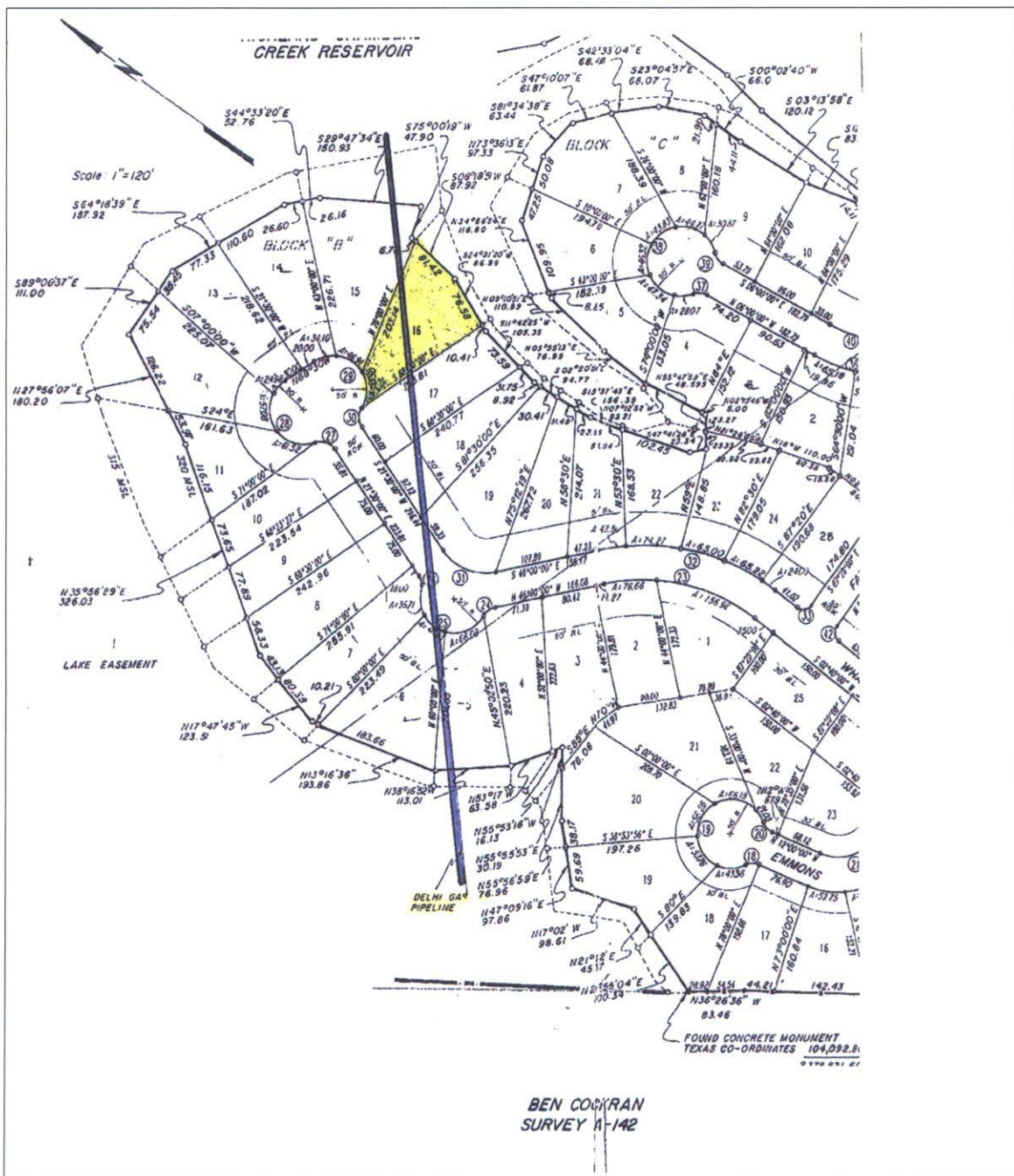
Aerial Photograph



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

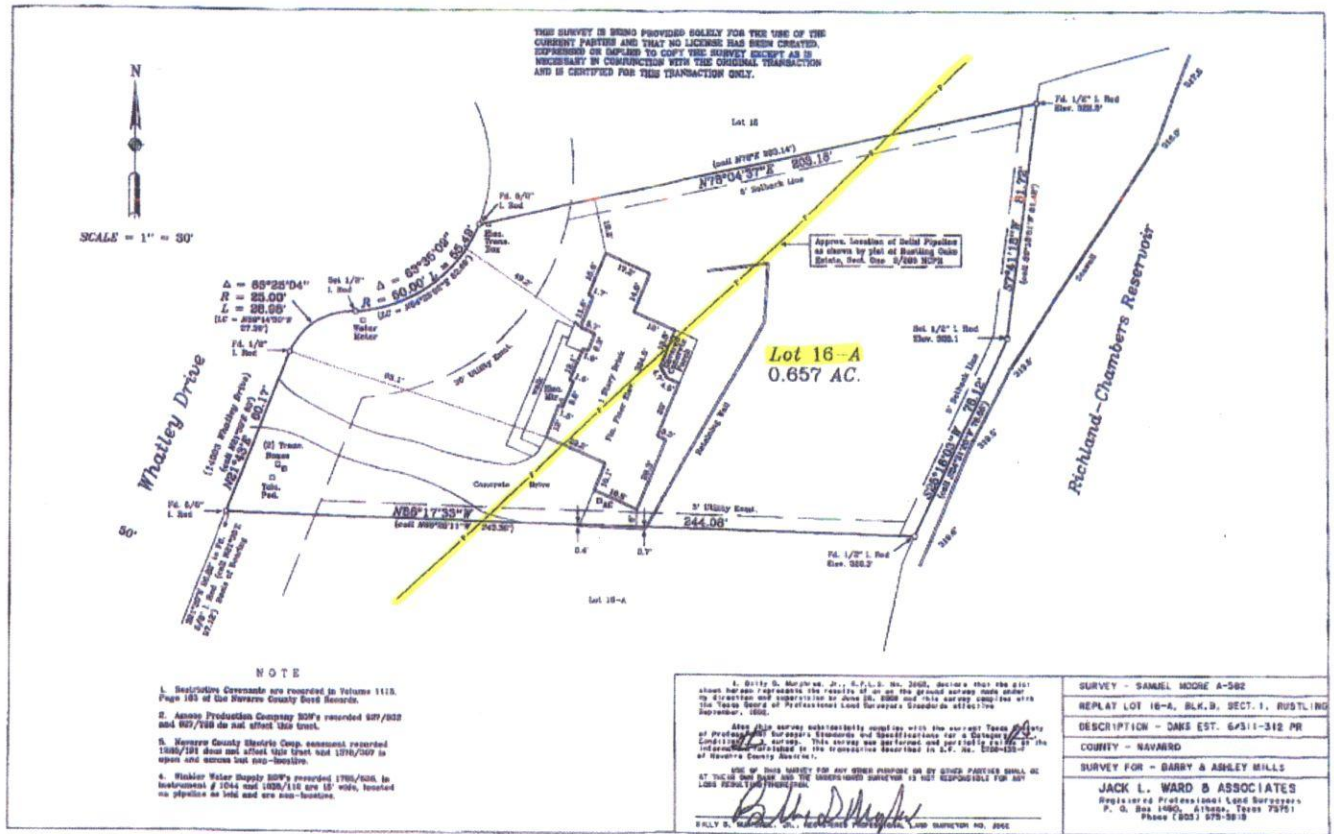
19.

With the recommendation of management and the Real Property Committee, Director Lane moved to approve the execution of the attached Partial Release of Pipeline Easement in order to abandon, release and discharge all of TRWD's right, title and interest in and to those certain easements and rights-of-way described in that certain Bill of Sale and Assignment ("Assignment") dated June 2, 1989, between Delhi Gas Pipeline Corporation ("Delhi"), as Seller, and TRWD, as Buyer, as recorded in Volume 1191, Page 397, Real Property Records, Navarro County, Texas.





James Easley's Survey Plat of Lot 16-A



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

20.

With the recommendation of management and the Real Estate Committee, Director Lane moved to approve an agreement with Pinnacle Management Consulting Group, Inc., detailing a total work effort not to exceed the contract amount of \$889,100. Tasks to be performed include: obtaining rights-of-entry for surveying, environmental permitting, geotechnical investigation and other field investigations on portions of the Integrated Pipeline Project consisting of Task One: being approximately five hundred two (502) parcels in Johnson, Ellis, Navarro, Henderson and Tarrant counties; and Task Two: being approximately two hundred thirty-two (232) parcels in Anderson and Henderson counties.

In addition, with the recommendation of management and the Real Property Committee, Director Lane moved to approve an agreement with CON-REAL, LP, detailing a total work effort not to exceed the contract amount of \$103,725. Tasks to be performed include: obtaining rights-of-entry for surveying, environmental permitting, geotechnical investigation and other field investigations on a portion of the Integrated Pipeline Project consisting of approximately one hundred seventeen (117) parcels in Tarrant County. Director Sparks seconded the motion and the vote in favor was unanimous.

21.

With the recommendation of management and the Real Property Committee, Director Lane moved to approve the purchase of the following described land necessary for the construction of the Trinity River Vision – Central City Project from Commercial Metals Company for the negotiated purchase price of \$2,796,568. Funding for this purchase is the General Fund.

Fee simple title to the surface estate only of approximately 7.553 acres of land, including improvements, being a tract of land situated in the City of Fort Worth, Tarrant County, Texas and being a tract of land out of the F.G. Mulliken Survey, Abstract No. 1045 and the A. Gouhenant Survey, Abstract No. 582, said tract being conveyed to Commercial Metals Company by deeds recorded in Volume 3596, Page 409 (tract 1) and Volume 15604, Page 383 (tract 2), Deed Records of Tarrant County, Texas, said tract being all of Lots 1 through 5 of Block 253 and the south fifteen feet (15') of Lot 3 and all of Lots 4 through 6 of Block 252 of North Fort Worth Townsite Company Subdivision, being an addition to the City of Fort Worth according to the plat recorded in Volume 204-A, Page 117, Plat Records of Tarrant County, Texas and a sixty foot (60') wide strip of land adjoining the southeast boundary line of the said Lot 6, identified as "RESERVED" on the said plat of North Fort Worth Townsite Company Subdivision, said tract being further described in the accompanying resolution and on the survey plat attached thereto as Exhibit "A"

LEGAL DESCRIPTION
PARCELS 102 & 104
NORTH FORT WORTH TOWNSITE COMPANYS SUBDIVISION

SITUATED in the City of Fort Worth, Tarrant County, Texas and being a tract of land out of the F. G. Mulliken Survey, Abstract No. 1045 and the A. Gouenant Survey, Abstract No. 582, said tract being conveyed to Commercial Metals Company by deeds recorded in Volume 3596, Page 409 (tract 1) and Volume 15604, Page 383 (tract 2) of the Deed Records of Tarrant County, Texas, (D.R.T.C.T.), said tract being all of Lots 1 through 5 of Block 253 and the south 15 feet of Lot 3 and all of Lots 4 through 6 of Block 252 of North Fort Worth Townsite Companys Subdivision, being an addition to the City of Fort Worth according to the plat recorded in Volume 204-A, Page 117 of the Plat Records of Tarrant County, Texas and a 60 foot wide strip of land adjoining the southeast boundary line of the said Lot 6, identified as "RESERVED" on the said plat of North Fort Worth Townsite Companys Subdivision, said tract being herein more particularly described by metes and bounds as follows:

BEGINNING at a ½" capped iron rod found at the northwest property corner of the said Commercial Metals Company tract 2 and at the southwest property corner of a tract of land conveyed to J. R. Stevens, Sr. and J. R. Stevens, Jr. by deed recorded in Volume 12584, Page 1468 of the D.R.T.C.T., said point also being on the easterly right-of-way line of a 100' wide right-of-way dedicated to St. Louis, Arkansas and Texas Railway Company by deed as recorded in Volume 56, Page 533 of the D.R.T.C.T.;

THENCE, North 59°52'20" East, along the northerly property line of the said Commercial Metals Company tract 2 and along the southerly property line of the said Stevens tract, 428.17 feet to a 4" steel post found for corner at the northeast property corner of the said Commercial Metals Company tract 2, said point being on the westerly right-of-way line of N. Throckmorton Street;

THENCE, South 29°40'08" East, along the easterly property line of the said Commercial Metals Company tract 2 and then tract 1 and along the said westerly right-of-way line of Throckmorton Street, 974.83 feet to a 1-½" iron pipe found for corner;

THENCE, North 45°40'20" West, along a southwesterly property line of the said Commercial Metals tract 1 and along the northeasterly property line of a tract of land conveyed to St. Louis, Arkansas and Texas Railway Company by deed recorded in Volume 48, Page 127 of the D.R.T.C.T., 180.52 feet to a 1" iron pipe found for corner;

THENCE, South 44°24'43" West, along the southeasterly property line of the said Commercial Metals tract 1 and along the northwesterly property line of the said St. Louis, Arkansas and Texas Railway tract (Vol. 48, Pg. 127), 249.95 feet to a point on the said easterly right-of-way line of the St. Louis, Arkansas and Texas Railway Company;

THENCE, North 45°36'03" West, along the southwesterly property line of the said Commercial Metals tract 1 and along the said railroad right-of-way line, 254.64 feet to a point at the beginning of a curve to the right with a radius of 1,860.08 feet;

THENCE, continuing along the said southwesterly property line of the Commercial Metals tract 1 and then tract 2 and along the said railroad right-of-way line and along the said curve, through a central angle of 19°21'11" and an arc length of 628.29 feet and across a chord which bears North 35°55'27" West 625.30 feet to the **POINT OF BEGINNING**.

The tract being herein described contains 7.553 acres (329,008 square feet) of land.

EXHIBIT A

Note: Survey drawing 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.

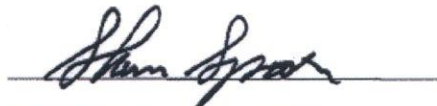
I do certify on this 20th day of June, 2008, that a survey was made on the ground as per the field notes shown on this survey and is true and correct according to the standards of the Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey, and accurate 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 Sendera Title Insurance Company, Dated April 22, 2008, GF# 0610030-TPWB 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 N. Throckmorton Street, a 70' street right-of-way which provides apparent access to and from the subject property.

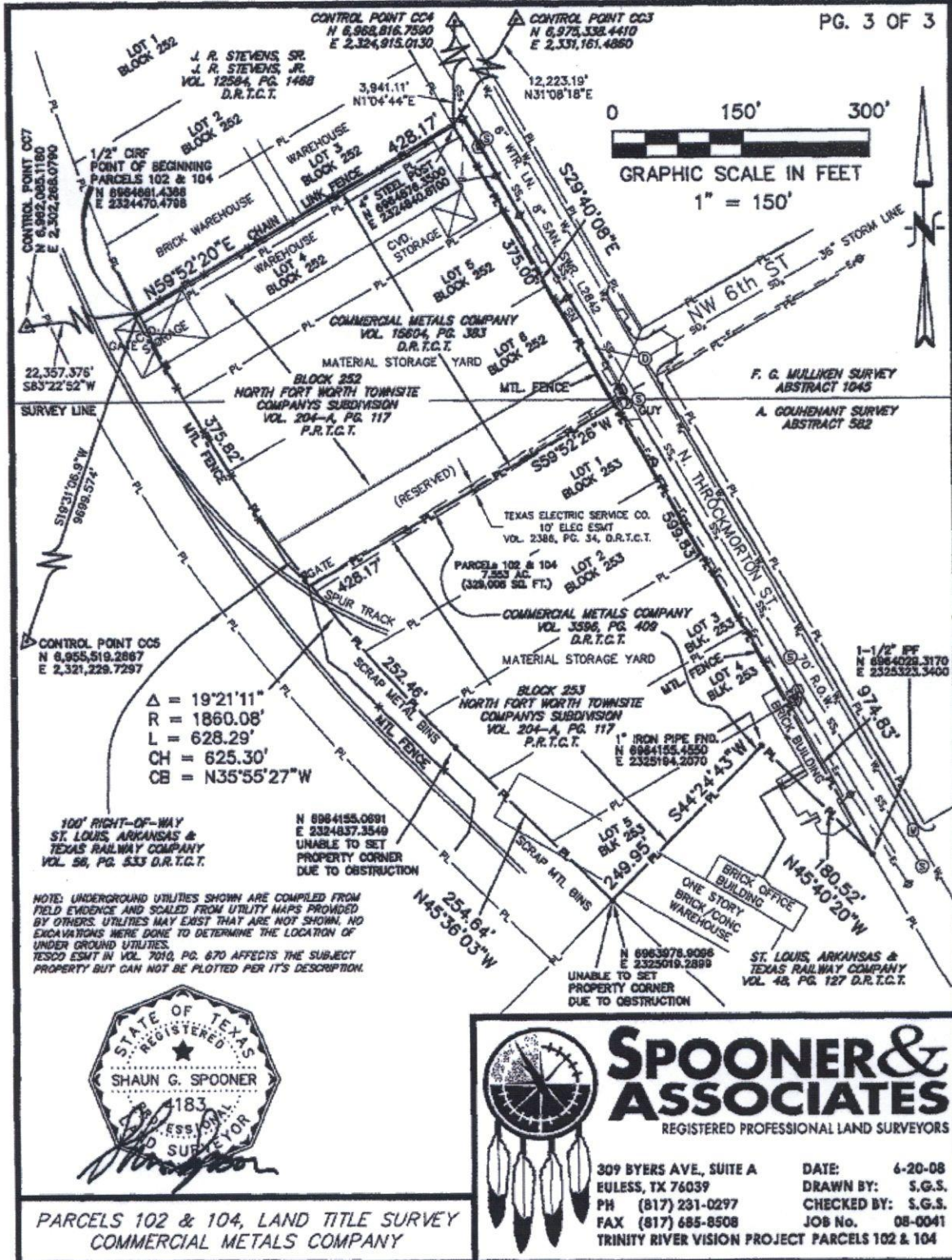
This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey.

By: Spooner and Associates, Inc.



Surveyors Name: Shaun Spooner
Registered Professional Land Surveyor,
Texas No. 4183
Date of Survey: 6-18-08
Revised 6-20-08







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

22.

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

	
_____ President	_____ Secretary