

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 21st DAY OF DECEMBER 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 Lane

Also present were Jim Oliver, Alan Thomas, Darrel Andrews, Darrell Beason, Stacy Beeson, Kathy Berek, JL Cabrera, Steve Christian, Linda Christie, Wesley Cleveland, J.D. Granger, Tom Jacobs, Nancy King, David Marshall, Wayne Owen, Tina Ptak, Sandy Swinnea, Carol Tackel, and Ed Weaver.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District; Hal Ray of Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; Dick Fish of Save Eagle Mountain Lake; John Minahan and Tim Noack of APAI Engineering Consulting; Dorian French of Brown & Gay Engineers, Inc.; Michael Dempsey and Tony Kinney of Burns & McDonnell; Dan Buhman and Doug Varner of CDM; Cristina Criado of Criado & Associates; Chandra Marshall-Henson of the City of Dallas; Ron Lemons of Freese and Nichols, Inc.; Doug Biglon of HDR Engineering, Inc.; Tony Almeida of Halff Associates; Matt Garcia and Bob Johnson of MWH; Charley Mock of Shaw; Jon Kroehler and Craig Barnes of Shield Engineering Group; Adelaide Leavens of Streams and Valleys, Inc.; Alex Martinez and Craig Pederson of URS Corporation; 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 Stevens and seconded by Director Leonard, the Directors unanimously voted to approve the minutes from the meetings held November 16, 2010 and November 30, 2010. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Adelaide Leavens of Streams and Valleys, Inc. thanked the Water District for their participation in the Friends of the River celebration, which was celebrated by 1400 to 1600 attendees. Adelaide thanked Vic Henderson for his participation in the dedication ceremony of the Art Cowsen Memorial Trailhead as well as the Water District's assistance in building the hike and bike trails leading up to the trailhead. Adelaide next presented the Board with daffodil bulbs to highlight Streams & Valleys levee beautification efforts.

Dick Fish of Save Eagle Mountain Lake, Inc. (SEML) thanked David Geary for providing patrol boats manned by Chris Akers and Sean Campbell to control and lead the Eagle Mountain Lake Boat Parade of Lights on December 4, 2010. Twenty-seven boats participated in spite of a few challenges created by the weather.

4.

With the recommendation of management, Director Leonard moved to approve the Water District appointment of Thomas Higgins, Interim City Manager for the City of Fort Worth, to the Board of Directors of the Trinity River Vision Authority. Director Lane seconded the motion and the vote in favor was unanimous.

5.

With the recommendation of management, Director Leonard moved to approve a resolution honoring Danny Vance on his retirement as General Manager of the Trinity River Authority of Texas. Director Stevens seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management, Director Leonard moved to approve the following individuals be appointed for each of the City of Fort Worth's Tax Increment Refinancing Investment Zones (TIF). Such approval by this Board shall serve as a recommendation to the City Council of Fort Worth for final appointment by the City Council.

TIF APPOINTMENTS

TIF District	TRWD Representatives
2 (Speedway)	None
3 (Downtown)	None
4 (Southside)	Linda Christie
6 (Riverfront)	Linda Christie
7 (North Tarrant Parkway)	Linda Christie
8 (Lancaster)	Linda Christie
9 (Trinity River Vision)	Victor Henderson Jack Stevens Hal Sparks III
10 (Lone Star/Cabela's)	Linda Christie
11 (Southwest Pky/121)	Jim Lane

12 (East Berry Street)
13 (Woodhaven)

Linda Christie
Linda Christie

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

7.

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

Project	Vendor	Approved Amount	Funding Source	Committee Recommending Approval
Hauling Services with Tandem Dump Trucks	DCT Trucking	\$200,000 (4,000 hours at \$50 per hour)	General	Construction and Operations

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

8.

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

Equipment	Vendor	Approved Amount	Funding Source	Committee Recommending Approval
Lawson Upgrade – Environment and Applications	Analysts International Corporation	\$90,840	General	Technology
Commercial Wide Area Mower	Professional Turf Products, L.P.	\$85,262.07	Revenue	Construction and Operations
Concrete Finish at Marine Creek Lake	Retzlaff Construction	\$334,727	General	Construction and Operations

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

9.

With the recommendation of management and the Environmental Committee, Director Stevens moved to adopt the changes to existing Waste Control Orders currently in place around the Water District's reservoirs as noted below:

- Ban on new systems utilizing spray irrigation
- Refinement of electronic monitoring requirements
- Increase in minimum lot size requirements
- Increase in permit fees

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 Stevens moved to enter into the following contracts for Integrated Pipeline Project (IPL) Phase I Pipeline Engineering as follows:

- Freese and Nichols, Inc. (Section 16; approximately 14.0 miles) at a cost not to exceed \$2,690,000
- Brown & Gay (Section 19-1; approximately 20.8 miles) at a cost not to exceed \$3,181,000
- HDR (Section 19-2; approximately 20.9 miles) at a cost not to exceed \$3,010,000

Funding for these contracts is included in the Bond Fund. 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 Leonard moved to enter into the following contracts for IPL Phase I Pump Station Engineering as follows:

- CH2M Hill (two new lake pump stations and expansion of an existing lake pump station) at a cost not to exceed \$6,513,600
- Camp Dresser McKee (three booster pump stations) at a cost not to exceed \$5,142,900

Funding for these contracts is included in the Bond Fund. Director Sparks 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 amend the contract with the University of Texas at Arlington (UTA) at a cost not to exceed \$298,346 to study the pipe materials and backfill design for the IPL. This amendment will allow laboratory evaluation of three pipe/modified backfill systems. Funding for this contract is included in the Bond Fund. 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 Stevens moved to amend the contract with UTA at a cost not to exceed \$198,400 for Phase 2 of the study of pipeline internal corrosion and biofilm control for the IPL. The amendment is for laboratory evaluation of various chemical feed rates based on the changing water quality in the system. Funding for this contract is included in the Bond Fund. Director Lane seconded the motion and the vote in favor was unanimous.

14.

With the recommendation of management and the Construction and Operations Committee, Director Lane moved to approve an agreement with ONCOR for \$102,702.50 to provide electrical services to the Northside Trailhead. Funding for this agreement is included in the FY 2011 General Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

15.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to approve a three year pricing agreement with Pure Technologies for pipeline inspections for the next three years at an estimated annual cost of \$136,667 for a total cost not to exceed \$410,000 over the three year period. Funding for this agreement is included in the FY 2011 Revenue Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

16.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve \$64,059 in additional funds as a change order for Parsons Brinckerhoff to continue and complete Phase 4B of the Eagle Mountain Dam Geotechnical and Stability Analysis. Funding for this contract is included in the Bond Fund. Director Lane seconded the motion and the vote in favor was unanimous.

17.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve \$100,956 in additional funds as a change order to the McCarthy Building Companies, Inc. contract for their pre-construction services for the expansion of the George W. Shannon Wetlands Water Reuse Project. Funding for this contract is included in the Bond Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

18.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to award a Construction Manager at Risk contract to McCarthy Building Companies, Inc. at a guaranteed maximum price not to exceed \$11,089,983 for expansion of the George W. Shannon Wetlands Water Reuse Project. Funding for this contract is included in the Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

19.

The Board of Directors recessed for a break from 10:48 a.m. to 11:07 a.m.

20.

The presiding officer next called an executive session at 11:07 a.m. under V.T.C.A., Government Code, Section 551.071 to consult with legal counsel on a matter in which the duty of counsel under the Texas disciplinary rules of professional conduct clearly conflicts with Chapter 551, Texas Government Code; 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.

21.

Upon completion of the executive session at 11:23 a.m., the President reopened the meeting.

22.

With the recommendation of management and the Board of Directors of Trinity River Vision Authority at its meeting on December 1, 2010, Director Leonard moved to

approve the acquisition of the following described real property for the Trinity River Vision – Central City Project, whether by eminent domain or by purchase:

Tract One: Fee simple title to the surface estate only of approximately 0.327 acres of land, including improvements, situated in the City of Fort Worth, Tarrant County, Texas, and being a tract of land conveyed to J.L. Daniel by deed recorded in Volume 8920, Page 886, Deed Records, Tarrant County, Texas, said tract being Lots 38, 39, and 40, Block 37, North Fort Worth Townsite Companys Subdivision, an addition to the City of Fort Worth according to the plat recorded in Volume 204-A, Page 117, Plat Records, Tarrant County, Texas, said tract being more particularly described on the survey plat attached hereto as Exhibit “A”; and

Tract Two: Fee simple title to the surface estate only of approximately 0.055 acres of land, including improvements, situated in the City of Fort Worth, Tarrant County, Texas, and being a tract of land conveyed to J.L. Daniel by deed recorded in Volume 8920, Page 886, Deed Records, Tarrant County, Texas, said tract being the south half of Lot 43, Block 37, North Fort Worth Townsite Companys Subdivision, an addition to the City of Fort Worth according to the plat recorded in Volume 204-A, Page 117, Plat Records, Tarrant County, Texas, said tract being more particularly described on the survey plat attached hereto as Exhibit “B”.

In addition, R. Steve Christian, Real Property Director, and the staff of the Water District are hereby authorized to commence eminent domain proceedings to acquire the property; and authorized to take all steps which are reasonably necessary to facilitate the acquisition of the above-described property, whether by eminent domain or by purchase, and in connection therewith to pay all reasonable and necessary costs incurred with such acquisition. Funding for this acquisition is included in the FY 2011 General Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

23.

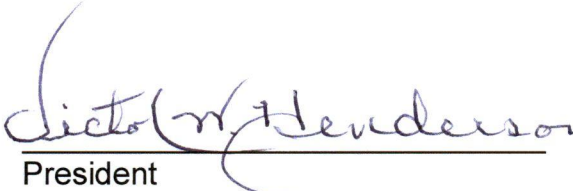
With the recommendation of management, Director Sparks moved to approve the sale of the following encroachment tract of land on Cedar Creek Reservoir to Gerald L. Gallagher, Independent Executor of the Estate of Vonda L. Gallagher, for the total appraised value of \$341.

31 square feet of land, more or less, adjoining Lot 36 of the Indian Oaks Subdivision, R.R. Jones Survey, A-404, Henderson County, Texas.

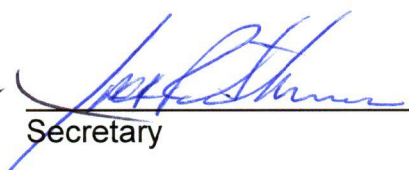
In addition, R. Steve Christian is granted authority to execute the deed and all other documents necessary to complete this transaction. Director Stevens seconded the motion and the vote in favor was unanimous.

24.

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



President



Secretary