

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 15TH DAY OF MARCH 2011 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, Stacy Beeson, Kathy Berek, Steve Christian, Linda Christie, Wesley Cleveland, Woody Frossard, J. D. Granger, Tom Jacobs, Nancy King, Brice Komatsu, Chad Lorance, David Marshall, Chandra Marshall-Henson, Sandy Newby, Carol Tackel, Kirk Thomas, Ed Weaver, and Mike Witthaus.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District; Ethel Steele of Pope, Hardwicke, Christie, Schell, Kelly, & Ray LLP; Bill Marshall of Save Eagle Mountain Lake; John Minahan and Tim Noack of Alan Plummer Associates, Inc.; Gary Savanyu of Beta; Don Funderlic, Doug Varner, Kent Riker of Camp Dresser & McKee, Inc.; Robbie Thompson of Foster CM Group; Cristina Criado of CRIADO; Ron Lemons of Freese and Nichols, Inc.; Bob Johnson of MWH; Mark Thomas of Parsons Brinkerhoff; Ron Morrison and Rhett Bredy of RBC Capital Markets; Bobby McLellan of TEI Program & Construction Management; Judd Pritchard of TRC-JV; Elizabeth Sehon of the Fort Worth Business Press; 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 February 15, 2011. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Bill Marshall of Save Eagle Mountain Lake reported that a member found a sewage lift station adjacent to the lake which was allowing raw sewage into the lake. Mark Ernst is working with them to get it corrected.

4.

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

Project	Vendor	Approved Amount	Funding Source	Committee Recommending Approval
Electrical Services for District's Pumping Facilities	Shermco Inc.	\$72 per hour for services provided during normal working hours and \$97.50 per hour for overtime work with a 15% markup on materials.	Revenue	Construction and Operations
Dozer Engine Replacement	Kirby Smith	\$31,184	General	Construction and Operations
Reverse Auction No. 11-001 Pre-Purchase of Medium Voltage Copper Feeder Cable for Cedar Creek Ennis Booster Pump Station Substation (CC2)	Graybar Electric	\$57.39 per foot for 3,180 feet of cable for a cable total of \$182,500.20. \$85.81 each for twelve (12) termination kits for a kits total of \$1,029.72. Total for cable and termination kits is \$183,529.92.	Revenue	Construction and Operations

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

5.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to approve a contract with ONCOR Electric Delivery in the amount of \$48,476.20 for electrical service to the Rogers Road Pavilion facility. Funding for this contract is included in the FY 2011 General Fund. Director Lane seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to enter into a contract with Freese and Nichols, Inc.

at a cost not to exceed \$2,868,550 for the Integrated Pipeline Reservoir Design Engineering – Phase I. Funding for this contract is included in the Bond Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to enter into a contract with Corrosion Control Technologies, Inc. at a cost not to exceed \$835,000 for the IPL Project-wide Corrosion Engineering Services. Funding for this contract is included in the Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve Amendment Number 2 of the engineering services contract with Alan Plummer Associates, Inc. regarding the Phase II Expansion of the George W. Shannon Wetlands Water Reuse Project. This amendment adds \$1,116,550 additional budget resulting in a contract total of \$5,839,160. Funding for this additional budget is included in the Bond Fund. Director Leonard 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 award a Construction Manager at Risk contract to McCarthy Building Companies, Inc. at a Guaranteed Maximum Price not to exceed \$31,800,158 for the expansion of the George W. Shannon Wetlands Water Reuse

Project Phase II. Funding for this contract is included in the Bond Fund. Director Lane 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 contracting with the Reynolds Company in the amount of \$1,233,748 for the Benbrook Lake Pump Station VFD Project – Pre-Purchase of 2-each Variable Frequency Drives with Synchronous Transfer Switches and support services. Funding for this contract is included in the Bond Fund. Director Stevens 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 close-out of the Arlington Outlet Dechlorination Facilities Improvement Contract with Legacy Contracting, LP, and payment of the final pay request including release of retainage for a total of \$45,949.76. Funding for this payment is included in the Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

12.

The Board of Directors recessed for a break from 10:25 a.m. to 10:35 a.m.

13.

The presiding officer next called an executive session at 10:35 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.

14.

Upon completion of the executive session at 10:42 a.m., the President reopened the meeting.

15.

With the recommendation of management and the Real Property Committee, Director Lane moved to approve the exchange of easement rights on the following described tracts of land between Tarrant Regional Water District (District) and Texas Parks and Wildlife (TPWD) necessary for the District's expansion of the George W. Shannon Wetlands Water Reuse Project at Richland-Chambers Reservoir.

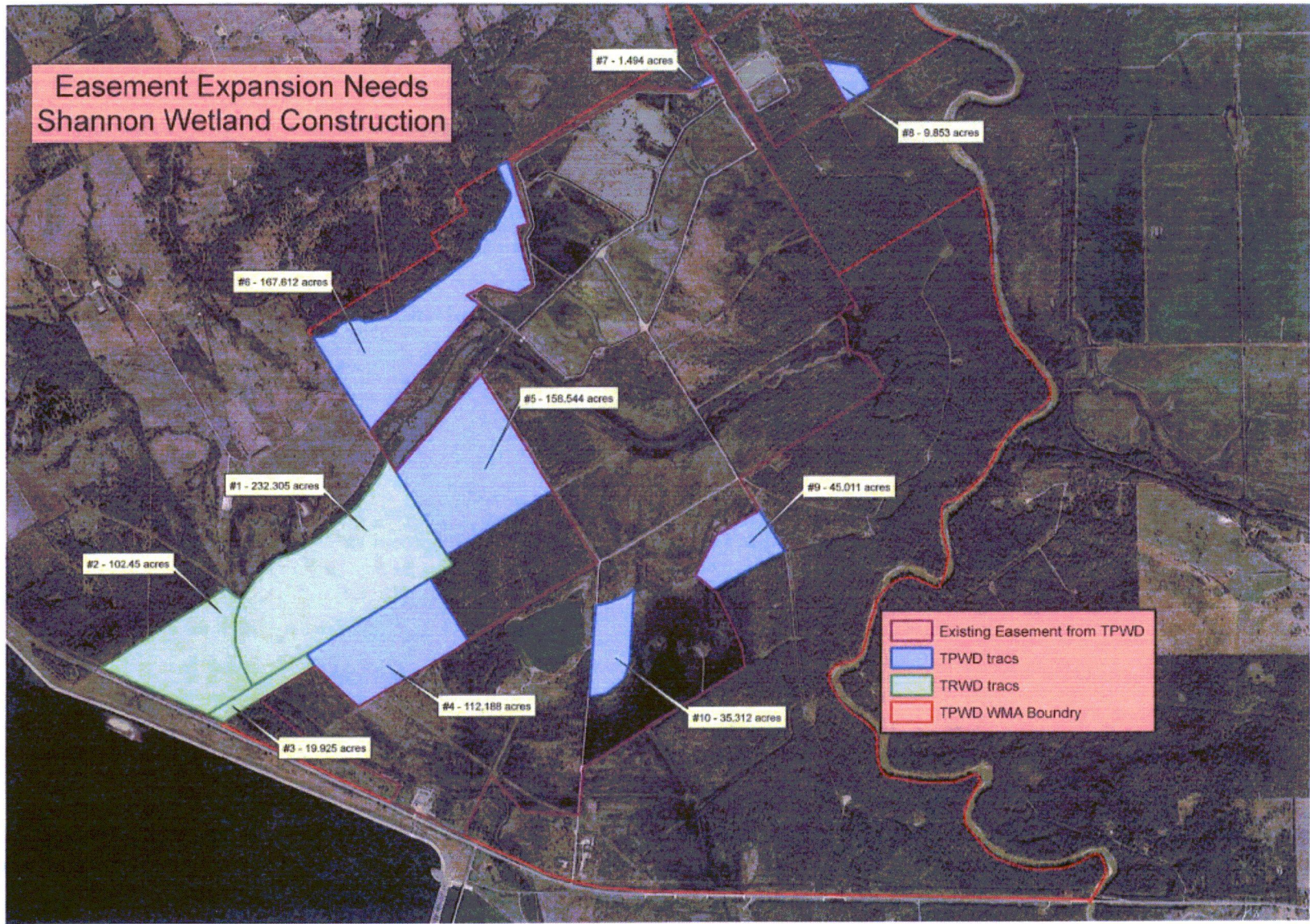
A total of 354.12 acres of land consisting of three parcels from the District to TPWD:

1. **232.305 ac., out of the NH Carroll Survey, A-152, Navarro County, Texas, the NH Carroll Survey, A-804 and the WM. Lockridge Survey, A-366 Freestone County, Texas;**
2. **102.52 ac., out of the WM Lockridge Survey, A-366, Freestone County, Texas;**
3. **19.295 ac., out of the WM Lockridge Survey, A-366, Freestone County, Texas.**

A total of 503.014 acres of land consisting of seven parcels from TPWD to the District:

4. **112.188 ac., out of the W. Ingram Survey, A-323, Freestone County, Texas;**
5. **158.544 ac., out of J.M. Wylie Survey, A-852, Navarro County, Texas, J.M. Wylie Survey, A-829, Freestone County, Texas and the McKinney & Williams Survey, A-466, Freestone County, Texas;**
6. **167.612 ac., out of the John L. Strother Survey, A-749 and in the John Henry Survey, A-344, Navarro County, Texas;**
7. **1.494 ac., out of the John Henry Survey, A-344, Navarro County, Texas;**
8. **9.853ac., out of the John Henry Survey, A-344, Navarro County, Texas;**
9. **45.011 ac., out of the W. Ingram Survey, A-321, William Gardner Survey A-257, T.S. Wylie Survey, A-881, Freestone County, Texas;**
10. **35.312 ac., out of the W. Ingram Survey, A-321, W. Ingram Survey, A-319 and the McKinney & Williams Survey A-466, Freestone County, Texas.**

Easement Expansion Needs Shannon Wetland Construction



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

16.

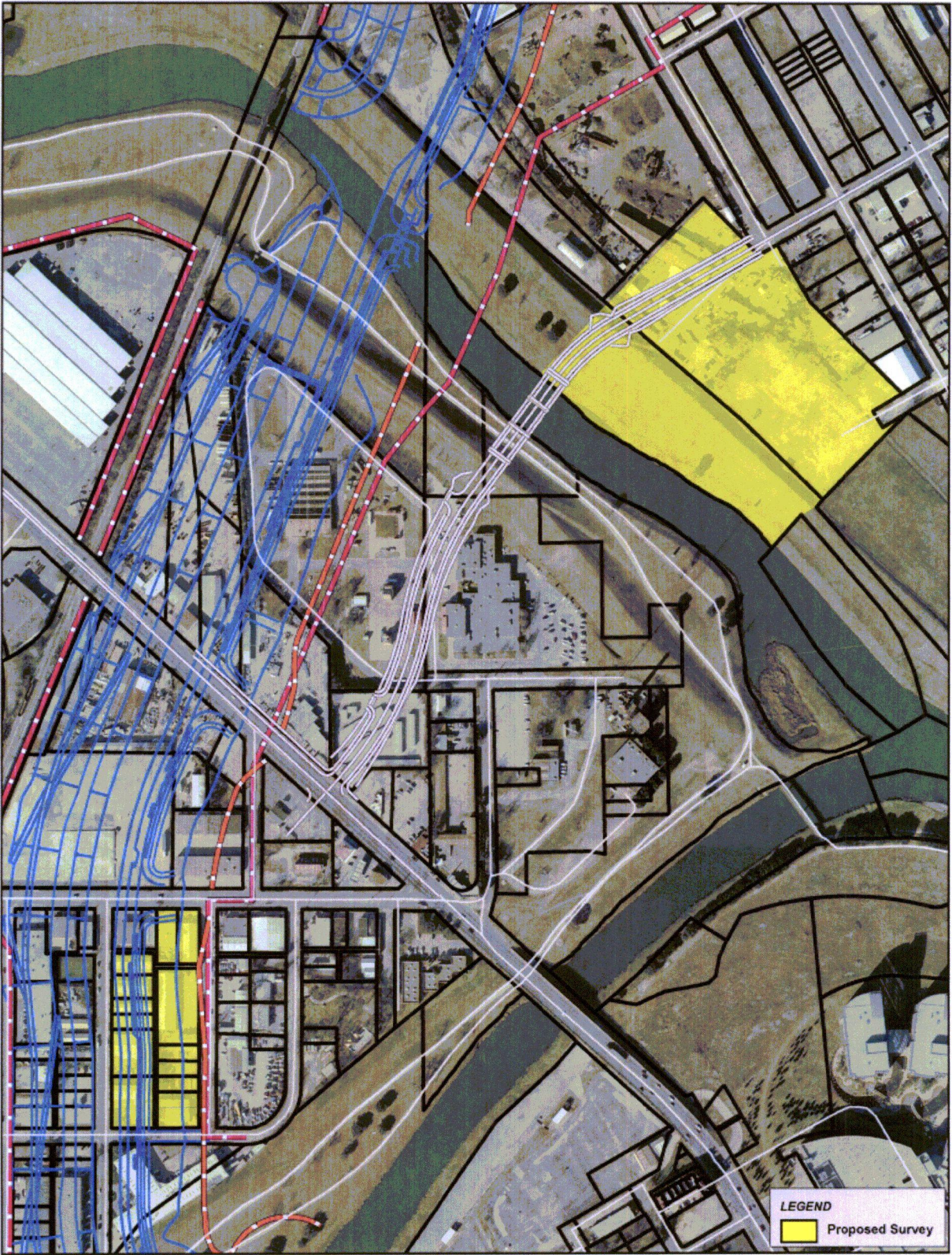
With the recommendation of management and the Real Property Committee, Director Lane moved to execute Earnest Money Contract to acquire certain real property, being approximately 15.711 acres, more or less, in the E.M. Daggett Survey, A-431 and the B.E. Waller Survey, A-1659, Tarrant County, Texas and 1 acre or less being a portion out of the Trinity Bend Addition Tarrant County, Texas, and the Wellington Subdivision, Tarrant County, Texas, to be surveyed upon completion of design. Funding for this contract is included in the FY 2011 General Fund.

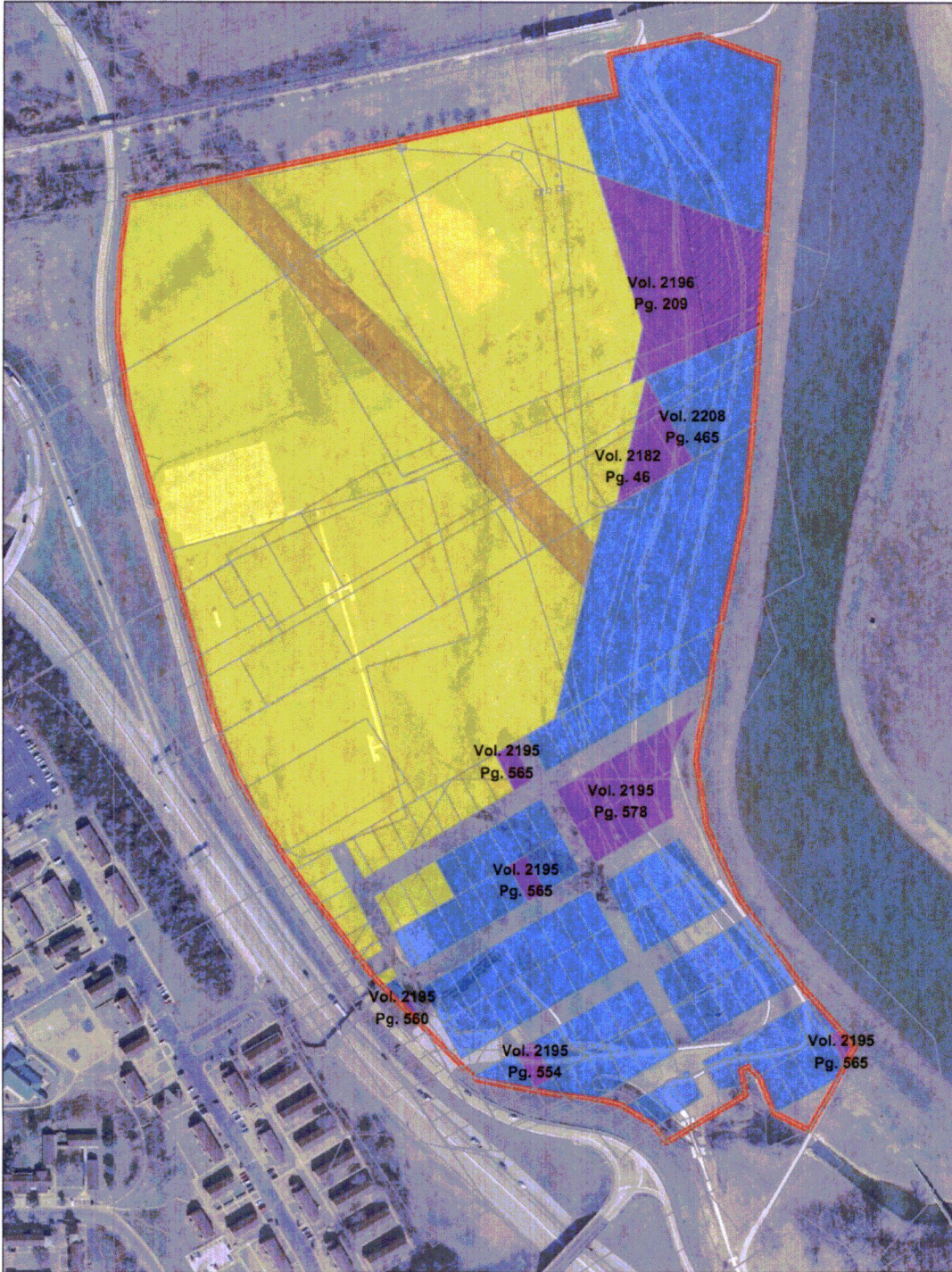
In addition, R. Steve Christian is granted authority to execute all documents necessary to close these transactions. Director Sparks seconded the motion and the vote in favor was unanimous.

17.

With the recommendation of management and the Real Property Committee, Director Lane moved to approve modification of the existing Trinity River Vision – Central City Project Survey Contract with TranSystem Corporation by adding 23 parcels to be surveyed. The current contracted amount is \$636,200 and the modification will add \$67,514 to the existing contract for a total of \$703,714. The contract currently includes a goal of 25% for the utilization of Fair Contracting Opportunities businesses. Funding for this contract modification is included in the FY 2011 General Fund.

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











PROPERTIES WITHIN HAMM BRANCH

PREPARED BY TRANSYSTEMS


Legend

-  TENTATIVE BOUNDS
-  TEXAS ELECTRIC SERVICE CO.
-  TRWD
-  TARRANT COUNTY
-  PERPETUAL ESMT
-  CITY OF FORT WORTH

Disclaimer: This data has been compiled using various official and unofficial sources. Every effort was made to ensure the accuracy of this data; however, no guarantees, given or implied, are made as to the accuracy of said data.

18.

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



President



Secretary