

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 19TH DAY OF APRIL 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, Ken Brummett, Steve Christian, Linda Christie, Wesley Cleveland, David Geary, J. D. Granger, Greg Hooten, Tom Jacobs, Nancy King, Brice Komatsu, Chad Lorange, David Marshall, Lexi McCalip, Sandy Newby, Wayne Owen, and Kirk Thomas.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District; Lee Christie, Hal Ray and Ethel Steele of Pope, Hardwicke, Christie, Schell, Kelly, & Ray LLP; Dick Fish of Save Eagle Mountain Lake; Gary Savanyu of BETA; Billy Wendland of Burgess & Niple; Michael Dempsey of Burns and McDonnell; Don Funderlic and Dan Buhman of Camp Dresser & McKee, Inc.; Robbie Thompson of Foster CM Group; Russell Gibson of Freese and Nichols, Inc.; Matt Garcia of MWH; Paul Blanchard of NW Pipe Co.; Mark Thomas of Parsons Brinkerhoff; Ron Morrison of RBC Capital Markets; Charlie Mock and Jimmy Gibson of The Shaw Group, Inc.; Bobby McLellan of TEI Program & Construction Management; Craig Pedersen of URS; Judd Pritchard of TRC-JV 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 Sparks and seconded by Director Leonard, the Directors unanimously voted to approve the minutes from the meetings held March 14 and March 15, 2011. 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, Inc. (SEML) corrected the information on the pump failure reported last month by Bill Marshall, noting that the lift pump failure was noticed by a SEML member's son who was considering purchasing the property.

4.

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

Equipment	Vendor	Amount	Funding Source/s	Committee
Rain Gauge System Data-Loggers	Sutron	\$25,400 (14 units at \$1,795 and shipping \$270)	General/Revenue	Construction and Operations
Floating Breakwater Structure and Courtesy Dock at Twin Points Park	Galva-Foam Marine Industries, Inc.	\$224,428.20	General	Construction and Operations


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

5.

With the recommendation of management and the Oil and Gas Committee, Director Stevens moved to grant authority to lease the Water District's mineral rights to

Chesapeake Exploration, L.L.C., in and to those lands as shown on the attached plat and described on the attached Exhibit A for the bonus amount of \$30,962; 25 percent royalty; and a three (3) year primary term.



 TRWD Mineral Ownership
Merrimack Unit

Disclaimer:
This data is an approximation based upon the best information available at the time of printing. Information contained on this map is intended for general planning level use only and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents approximate read as locations. The Merrimack Regional Water District is not liable for misuse of this information or derivative products resulting from this map.



EXHIBIT "A"

(Attached to Oil, Gas and Mineral Lease from the Tarrant Regional Water District a Water Control and Improvement District to Chesapeake Exploration L.L.C.)

TRWD I-30 AREA

Being **6.1924** acres of land, more or less, out of the Ethelbert S. Harris Survey, Abstract 688 Tarrant County, Texas consisting of the Western portions of Lots 9 & 10, Block 10, Sangamo Park, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 403, Page 12 of the Deed Records of Tarrant County, Texas, and the Western portions of Lots 1 thru 9, Block 23, Mistletoe Heights, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388, Page 5 of the Deed Records of Tarrant County, Texas , and being conveyed to the Tarrant County Water Control and Improvement District Number One in the following deeds filed in the OPR of Tarrant County, Texas, to wit:

Vol. 4153, Pg. 569, dated 11/26/1965; Vol. 4163, Pg. 627, dated 12/29/1965; Vol. 4225, Pg. 139, dated 6/1/1966; Vol. 4169, Pg. 289, dated 1/7/1966; Vol. 4933, Pg. 444, dated 9/14/1970; Vol. 4159, Pg. 360, dated 11/30/1965; Vol. 4239, Pg. 159, dated 6/24/1966; Vol. 4168, Pg. 615, dated 11/29/1965; Vol. 4160, Pg. 365, dated 12/15/1965; Vol. 4172, Pg. 256, dated 1/19/1966 and Vol. 4163, Pg. 597, dated 12/17/1965.

In addition, Ken Brummett is granted authority to execute the lease and all other documents necessary to complete this transaction. Director Leonard seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to amend a contract with PBS & J, Inc. in the amount of \$50,000 to continue work on developing a water right application for excess flows at Benbrook and Eagle Mountain Lakes. Funding for this contract is included in the FY 2011 Revenue Fund. Director Lane 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 Texsun Electrical Contractors, Inc. for the replacement of feeder cable at Ennis Pump Station. Texsun Electrical Contractors, Inc. will install and test owner-furnished medium voltage cables and accessories at no cost to the Water District in exchange for the salvage value of the old cables. Funding for this contract is included in the FY 2011 Revenue Fund. Director Sparks 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 enter into a contract with KBR for an amount not to exceed \$53,095 to assist the Water District with resolving the issues associated with variable frequency drives at Waxahachie High Capacity Pump Station. This contract is an unbudgeted expense in the FY 2011 Revenue 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 Lane moved to approve a change in calculation of the retainage being held on all future pay requests for J.R. Sheldon Co., Inc. for isolation valves replacement at Cedar Creek Booster Pump Station to 5% of the total contract price, following the recent 50% completion milestone of their respective contract. All remaining contract payments are to be made in full. However, any changes to the contract price by change orders will require adjustment to the retainage schedule. Funding for this contract is included in the 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 Leonard moved to approve a change in calculation of retainage in the contract with Royal General Contractors Inc. for the Rogers Road Pavilion for all remaining contract payments to be made in full. However, any changes to the contract price by change orders will require adjustment to the retainage schedule. Funding for this contract is included in the FY 2011 General Fund. Director Lane 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 approve a change in calculation of retainage for the contract with Reliable Paving, Inc. for the Northside Trailhead for all remaining contract payments to be made in full. However, any changes to the contract price by

change orders will require adjustment to the retainage schedule. Funding for this payment is included in the FY 2011 General 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 Leonard moved to approve an increase of compensation in the agreement with Camp Dresser and McKee Inc. for engineering design and construction services for the Northside Trailhead development in the amount of \$46,000 for unanticipated additional work. Funding for this increase is included in the FY 2011 General Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management and the Construction and Operations Committee, Director Lane moved to approve a contract with Burns & McDonnell Engineering Co., Inc., for Integrated Pipeline Project High Voltage Facilities Design Engineering – Phase I at a cost not to exceed \$1,109,000. Funding for this payment is included in the Bond Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

14.

The agenda item for considering an amendment to a contract with SAIC Energy, Environment and Infrastructure, LLC (formerly R. W. Beck, Inc.) was tabled until later in the meeting.

15.

The Board of Directors recessed for a break from 10:06 a.m. to 10:21 a.m.

16.

The presiding officer next called an executive session at 10:21 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.

17.

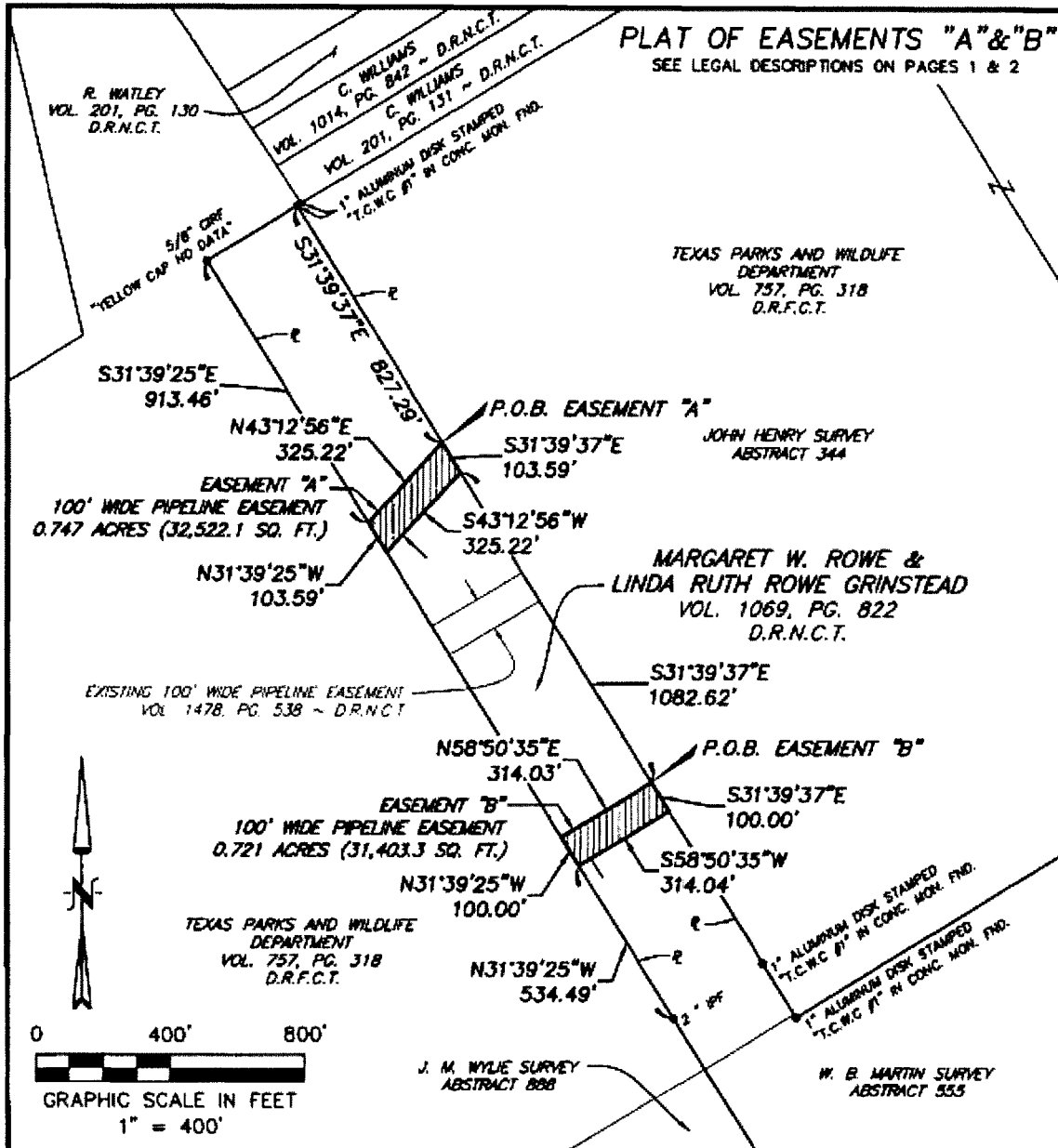
Upon completion of the executive session at 10:48 a.m., the President reopened the meeting.

18.

With the recommendation of management and the Real Property Committee, Director Stevens moved to approve the purchase of pipeline easements by either negotiation or condemnation from Linda Ruth Rowe Grinstead; Suzanne Rowe Roane; and the heirs of the estate of Harold Ray, deceased; being all of the heirs and successors in title to the estate of R. W. Rowe, deceased, for the expansion of the George W. Shannon Wetlands Water Reuse Project, Richland-Chambers Reservoir. Funding for this purchase is included in the FY 2011 Revenue Fund.

- Easement "A" - 0.747 of an acre, more or less, situated in the John Henry Survey, Abstract No. 344, Navarro County, Texas.
- Easement "B" - 0.721 of an acre, more or less, situated in the John Henry Survey, Abstract No. 344, Navarro County, Texas.

SURVEY



THE BASIS OF BEARINGS FOR THIS SURVEY IS NAD83 TEXAS NORTH CENTRAL ZONE (4202).
ALL DISTANCES SHOWN ARE SURFACE.

RICHLAND CHAMBERS WETLAND ~ PIPELINE EASEMENT

SURVEY: JOHN HENRY SURVEY, ABSTRACT 344

LOCATION: NAVARRO COUNTY, TEXAS

EXHIBIT "A" ~ PG. 3 OF 3

S&A JOB NO.: 1647

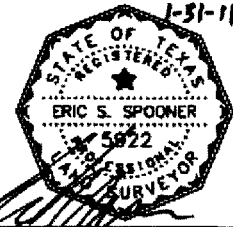
DATE: 1-26-11

DRAWN BY: J.W.C.

CHECKED BY: E.S.S.

ACAD FILE: 1647-TRND-EASEMENT

SPooner & Assoc., Inc. 309 BYERS STREET, SUITE 100, GULESS, TX 78039, PH 817-281-2355 FAX 817-885-8366



EASEMENT "A"

**RICHLAND CHAMBERS WETLAND
EASEMENT "A"
100' WIDE PIPELINE EASEMENT
JOHN HENRY SURVEY, ABSTRACT No. 344
NAVARRO COUNTY, TEXAS**

Being a 100 feet wide strip of land situated in the John Henry Survey, Abstract No. 344, Navarro County, Texas, and being a portion of that certain tract of land conveyed to MARGARET W. ROWE and LINDA RUTH ROWE GRINSTEAD by deed as recorded in Volume 1069, Page 822, Deed Records, Navarro County, Texas, said strip of land being herein more particularly described by metes and bounds as follows:

BEGINNING at a point on an east property line of the said Rowe tract, same being a west property line of that certain tract of land conveyed to Texas Parks and Wildlife Department (T.P.W.D.) by deed as recorded in Volume 757, Page 318, Deed Records, Freestone County, Texas, said beginning point also being located South 31°39'37" East a distance of 827.29 feet from a 1" aluminum disk stamped "T.C.W.C. #1" in a concrete monument found at the most northerly northeast property corner of the said Rowe tract;

THENCE South 31°39'37" East, along the said property lines, a distance of 103.59 feet to a point;

THENCE South 43°12'56" West a distance of 325.22 feet to the west property line of the said Rowe tract, same being an east property line of the said T.P.W.D. tract;

THENCE North 31°39'25" West, along the said property lines, a distance of 103.59 feet to a point located South 31°39'25" East, a distance of 913.46 feet from a 5/8" iron rod with cap found at the northwest property corner of the said Rowe tract;

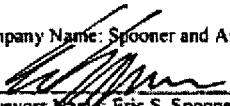
THENCE North 43°12'56" East a distance of 325.22 feet to the Point of Beginning containing 0.747 acres (32,522.1 Sq. Ft.) of land more or less.

NOTE: The basis of bearings for this survey is NAD83 Texas North Central Zone (4202). All distances shown are surface.

SURVEYORS CERTIFICATE

TO ALL PARTIES INTERESTED IN TITLE TO THE PREMISES SURVEYED, I DO HEREBY CERTIFY THAT THE ABOVE LEGAL DESCRIPTION WAS PREPARED FROM PUBLIC RECORDS AND FROM AN ACTUAL AND ACCURATE SURVEY UPON THE GROUND AND THAT SAME IS TRUE AND CORRECT.

Company Name: Spooner and Associates, Inc.

By: 
Surveyors Name: Eric S. Spooner
Registered Professional Land Surveyor,
Texas No. 5922
Date of Survey: 1-28-11



EASEMENT "B"

RICHLAND CHAMBERS WETLAND

EASEMENT "B" 100' WIDE PIPELINE EASEMENT JOHN HENRY SURVEY, ABSTRACT No. 344 NAVARRO COUNTY, TEXAS

Being a 100 feet wide strip of land situated in the John Henry Survey, Abstract No. 344, Navarro County, Texas, and being a portion of that certain tract of land conveyed to MARGARET W. ROWE and LINDA RUTH ROWE GRINSTEAD by deed as recorded in Volume 1069, Page 822, Deed Records, Navarro County, Texas, said strip of land being herein more particularly described by metes and bounds as follows:

BEGINNING at a point on an east property line of the said Rowe tract, same being a west property line of that certain tract of land conveyed to Texas Parks and Wildlife Department (T.P.W.D.) by deed as recorded in Volume 757, Page 318, Deed Records, Freestone County, Texas, said beginning point being located South 31°39'37" East a distance of 2,013.50 feet from a 1" aluminum disk stamped "T.C.W.C. #1" in a concrete monument found at the most northerly northeast property corner of the said Rowe tract;

THENCE South 31°39'37" East, along the said property lines, a distance of 100.00 feet to a point;

THENCE South 58°50'35" West a distance of 314.04 feet to a point on the west property line of the said Rowe tract, same being an east property line of the said T.P.W.D. tract, said point being located North 31°39'25" West, a distance of 534.49 feet from a 2" iron pipe found at a west property corner of the said Rowe tract;

THENCE North 31°39'25" West, along the said property lines, a distance of 100.00 feet to a point;

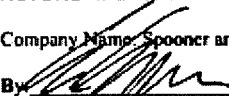
THENCE North 58°50'35" East a distance of 314.03 feet to the Point of Beginning containing 0.721 acres (31,403.3 Sq. Ft.) of land more or less.

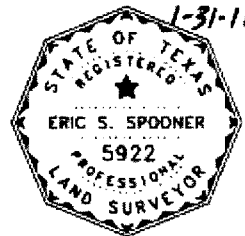
NOTE: The basis of bearings for this survey is NAD83 Texas North Central Zone (4202). All distances shown are surface.

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Company Name: Spooner and Associates, Inc.

By: 
Surveyors Name: Eric S. Spooner
Registered Professional Land Surveyor,
Texas No. 5922
Date of Survey: 1-28-11



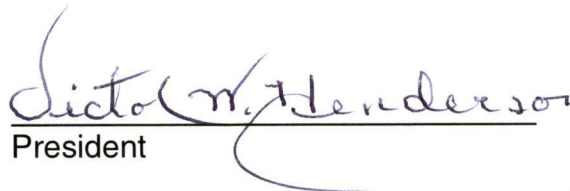
In addition, R. Steve Christian is granted authority to execute the easements and all other documents necessary to complete this transaction. Director Sparks seconded the motion and the vote in favor was unanimous.

19.

Upon further review, the agenda item for considering an amendment to a contract with SAIC Energy, Environment and Infrastructure, LLC (formerly R. W. Beck, Inc.) was tabled for consideration at a special board meeting to be scheduled the week of April 25th.

20.

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



President



Secretary