

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 19TH DAY OF JULY 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, Shanna Cate, Steve Christian, Linda Christie, Wesley Cleveland, J. D. Granger, Nancy King, David Marshall, Rachel Navejar, Sandy Newby, and Matt Oliver.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (Water District); Lee Christie, Hal Ray, Ethel Steele, and Aimee Lewis of Pope, Hardwicke, Christie, Schell, Kelly, & Ray LLP; Dick Fish of Save Eagle Mountain Lake; Tony Kimmey of Burns & McDonnell; Don Funderlic and Dan Buhman of CDM; Denis Qualls and Jody Puckett of the City of Dallas; Robbie Thompson of Foster CM Group; Gary Savanyu of Beta/Gunter; Peter Brettell of Jacobs; Mark Nelson of MWH; Rob Seeds, Jack Tidwell, John Promise and Brian Geck of North Central Texas Council of Governments; Charley Mock and Christine Jacoby of Shaw; Adelaide Leavens of Streams and Valleys; Judd Pritchard of TRC-JV; Jan Fersing; 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 June 21, 2011. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

There were no persons of the general public requesting the opportunity to address the Board of Directors.

4.

Representatives of North Central Texas Council of Governments presented the Celebrating Leadership in Development Excellence award to the Water District for the Trinity River Vision Neighborhood and Recreational Enhancement Plan.

5.

Adelaide Leavens of Streams and Valleys made a presentation regarding activities to the Board of Directors.

6.

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

Equipment	Vendor	Amount	Funding Source/s	Committee
Electric Motor Actuator and Gear Box Installation at Rolling Hills & Electric Motor Actuator Installation at Waxahachie Pump Station	Rotork Controls Inc.	\$62,947	Bond	Construction and Operations

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

7.

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

Project	Vendor	Approved Amount	Funding Source	Committee Recommending Approval
Hauling Services at Clear Fork Trinity River	DCT Trucking	\$50 per hour	General	Construction and Operations

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 Sparks moved to approve close-out of the Rogers Road Pavilion Project Contract with Royal General Contractors, Inc., and payment of the final pay request including release of retainage for a total of \$51,976.80. Funding for this payment is included in the FY 2011 General Fund. Director Lane seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to enter into the Integrated Water Transmission Facilities Delivery Contract between the Water District and the City of Dallas which addresses processes for operation and allocation of costs for delivery of water to Dallas from the Integrated Pipeline during its useful life. Director Leonard 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 an amendment to Phase 2 – Cedar Creek Dam Comprehensive Dam Assessment to perform Inspection and Structural Analysis of Cedar Creek Spillway Gates for a fee not to exceed \$26,400. Funding for this contract is included in the Bond Fund. Director Lane seconded the motion and the vote in favor was unanimous.

11.

The Board of Directors recessed for a break from 10:14 a.m. to 10:32 a.m.

12.

The presiding officer next called an executive session at 10:33 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.

13.

Upon completion of the executive session at 10:53 a.m., the President reopened the meeting.

14.

With the recommendation of management and General Counsel, Director Sparks moved to approve a Settlement Agreement of the claims of the heir of Cornelia Hitchcock Scott in Montgomery lawsuit in the amount of \$50,000. Funding for this

settlement is included in the Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

15.

With the recommendation of management and the Real Property Committee, Director Sparks moved to approve the acquisition of the following described land necessary for the public purpose and use of construction of the Trinity River Vision – Central City Project, including for use as a staging area during construction, from O’Neal Drilling Co. for the negotiated purchase price of \$3,050,000, being:

Tract 1: Lots 1 through 13, Block 39, NORTH FORT WORTH ADDITION, an Addition to the City of Fort Worth, Tarrant County, Texas, according to the Plat recorded in Volume 624, Page 523, Deed Records, Tarrant County, Texas, together with the North 22-1/2 feet of former Renfro Street lying South of Lots 1, 2, 3, 10, 11, 12 and 13 heretofore closed and abandoned by City of Fort Worth Ordinance No. 2304, recorded January 28, 1947 in Volume 1874, Page 19, of the Deed Records of Tarrant County, Texas; and together with the former alley closed and abandoned by City of Fort Worth Ordinance No. 2746, recorded February 16, 1950 in Volume 2166, Page 201, of the Deed Records of Tarrant County, Texas; and

Tract 2: BEING a tract of land situated in the Felix G. Mullikin Survey, Abstract No. 1045, City of Fort Worth, Tarrant County, Texas and being all of that certain tract of land conveyed to O’NEAL DRILLING CO., INC. by deed recorded in Volume 7115, Page 2065, Deed Records, Tarrant County, Texas (D.R.T.C.T.), together with those tracts of land conveyed to O’NEAL DRILLING CO. by deeds as recorded in Tarrant County Clerk’s Instrument Numbers D202102206, D202119538 and D202119539, D.R.T.C.T., said tract being all of Lots 1-9 and Lots 12-20, Block 40, North Fort Worth, being an addition to the City of Fort Worth, Tarrant County, Texas according to the plat thereof recorded in Volume 63, Page 149, Plat Records, Tarrant County, Texas, together with the alley adjacent to Lots 1-8, 13-20, Block 40 of the said North Fort Worth. (collectively the “Property”).

In addition, R. Steve Christian, Real Property Director, and the staff of the Water District are authorized to take all steps which are reasonably necessary to complete the

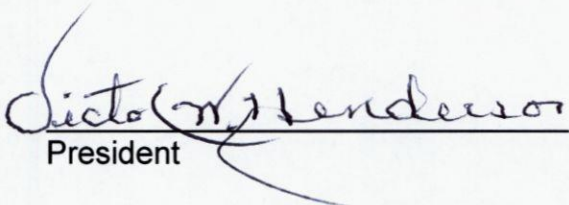
acquisition of the above-described property for the purchase price aforesaid, with title to be held in the name of the Water District, and in connection therewith to pay all reasonable and necessary closing and related costs incurred with such acquisition, and to negotiate and agree to a lease with the property owner to remain on the property for a period of time following the Water District's acquisition of same. Funding for this acquisition is included in the FY 2011 General Fund. Director Lane seconded the motion and the vote in favor was unanimous.

16.

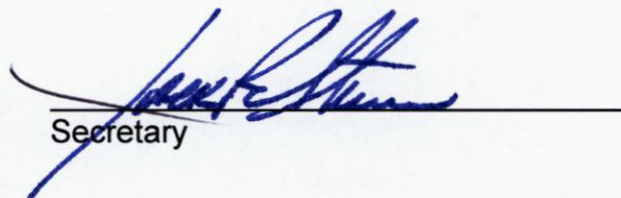
With the recommendation of management and General Counsel, Director Lane moved to approve the Settlement Agreement of the claims of the defendants in the Turner Trust Lawsuit in the total amount of \$1,977,255. Funding for this settlement is included in the FY 2011 General Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

17.

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



President



Secretary