

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 27TH DAY OF MARCH 2012 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 Alan Thomas, Darrel Andrews, Darrell Beason, Kathy Berek, Ken Brummett, Steve Christian, Wesley Cleveland, Woody Frossard, J. D. Granger, Nancy King, Chad Lorance, David Marshall, Jennifer Mitchell, Rachel Navejar, Sandy Newby, Wayne Owen, Carol Tackel, Kirk Thomas and Ed Weaver.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (Water District); Lee Christie and Ethel Steele of Pope, Hardwicke, Christie, Schell, Kelly, & Ray LLP; Dan Buhman of Buhman Associates; Donald Funderlic of CDM Smith, Inc.; Bill Paxton of Eppstein Group; Robert Estrada of Estrada Hinojosa & Co., Inc.; Rick Shepherd of Friends of Fort Worth Nature Center; Suzanne Tuttle of the City of Fort Worth; Russell Gibson and Alan Hutson of Freese and Nichols, Inc.; Pat Whiteley of Hanson Pressure Pipe; Dick Fish of Lake Country Property Owners Association; Elizabeth Basham of Mayfest; Bill Marshall of Save Eagle Mountain Lake, Inc.; Raul Peña III of TranSystems; 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 meeting held February 21, 2012. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Elizabeth Basham made a presentation to the Board to thank the Water District for their support of Mayfest.

4.

Suzanne Tuttle of the Fort Worth Nature Center and Rick Shepherd of Friends of the Fort Worth Nature Center and Refuge made a presentation to the Board regarding the nature center.

5.

With the recommendation of management and the Finance Committee, Director Leonard moved to adopt the Investment Policy and Strategies dated March 27, 2012. Director Stevens seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve a contract with Applied Weather Associates to develop the Probable Maximum Precipitation for the Benbrook and floodway drainage basins at a cost not to exceed \$76,730. Funding for this contract is

included in the FY 2012 General Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to approve a contract with Tank Builders, Inc. to replace the steel tank floors and recoat interior walls and floors for all four (4) of the four (4) million gallon Cedar Creek raw water storage tanks for an amount not to exceed \$1,880,000. Funding for this contract is included in the FY 2012 Revenue Fund in the amount of \$350,000. The remainder of funding will utilize budgeted funds made available by decreased pumping requirements. Director Lane seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to enter into an agreement with the lowest responsive bidder, Shermco Inc., for electrical services for pumping facilities in the amount of \$80 per field hour and \$68 per shop hour for services provided during normal working hours and \$110 per field hour and \$93 per shop hour for overtime work with a 15% markup on materials. Funding for this agreement is included in the FY 2012 Revenue 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 approve a contract with Freese and Nichols, Inc.

for engineering design services for Section 1C Pipeline and the expansion of the Kennedale Balancing Reservoir at a cost not to exceed \$5,815,600. Funding for this contract is included in the Bond Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management and the Real Property Committee, Director Sparks moved to amend the contract with TranSystems Corporation Consultants for Integrated Pipeline Project program-wide surveying services for Phase 2 at a cost not to exceed \$4,629,322 for a total contract value not to exceed \$13,024,907. Funding for this contract 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 Oil and Gas Committee, Director Lane moved to grant authority to lease the Water District's mineral rights in and to approximately 876.3 acres of land as shown on the plat below to O'Brien Resources, LLC for the bonus amount of \$153,352.50; 20 percent royalty; and a three (3) year primary term.

Exhibit "A"



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.

12.

With the recommendation of management and the Environmental Committee, Director Lane moved to adopt a resolution supporting the Water District as it takes the leadership role in coordinating and managing the implementation of watershed protection efforts in those watersheds that are upstream of its reservoirs. Director Sparks seconded the motion and the vote in favor was unanimous.

13.

STAFF UPDATES

- Update on System Status
- Presentation on water conservation

14.

The Board of Directors recessed for a break from 11:15 a.m. to 11:30 a.m.

15.

The presiding officer next called an executive session at 11:30 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 and 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.

16.

Upon completion of the executive session at 12:05 p.m., the President reopened the meeting.

17.

If negotiations to acquire property are unsuccessful, Director Sparks moved that Tarrant Regional Water District authorize the use of the power of eminent domain to acquire the surface estate only of approximately 1.865 acres of land, including improvements, in fee simple, being the combination of two tracts of land out of the F. G. Mulliken Survey, Abstract No. 1045, said combination tract being all of Lot 2-R and Lot 3-R, Block 36 of North Fort Worth Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-86, Page 24 of the Plat Records of Tarrant County, Texas, owned by Judy J. Sellers, formerly known as Judy J. Beene, for construction and operation of the Trinity River Vision – Central City Project. Funding for this acquisition is included in the FY 2012 General Fund.

Fee simple title to the surface estate only of approximately 1.865 acres of land, including improvements, being the combination of two tracts of land out of the F. G. Mulliken Survey, Abstract No. 1045, said combination tract being all of Lot 2-R and Lot 3-R, Block 36 of North Fort Worth Addition, an addition to the City of Fort Worth according to the plat recorded in Volume 388-86, Page 24 of the Plat Records of Tarrant County, Texas, owned by Judy J. Sellers, formerly known as Judy J. Beene, said combination tract being more particularly described by metes and bounds on the survey plat attached hereto as Exhibit "A", for the Trinity River Vision - Central City Project;

In connection therewith, staff requests that the Board of Directors of TRWD make the following findings:

1. That the Trinity River Vision – Central City Project is a public works project intended to enhance water and flood control of the Trinity River in Tarrant County, Texas, will facilitate water control, flood control and storm and flood drainage, promote recreation, conserve and develop the natural resources of this state, and will control, store, preserve, develop and distribute storm and flood

waters within the geographical boundaries of TRWD, and will serve other public purposes for which TRWD was created pursuant to Article 16, Section 59, of the Texas Constitution;

2. That it is necessary and convenient in the public interest to construct the Trinity River Vision – Central City Project in Tarrant County, Texas;
3. That it is reasonable, necessary, and appropriate to acquire the above-described property, which is necessary for the Trinity River Vision – Central City Project;
4. That the staff of TRWD should be authorized to take all steps as may be reasonable and necessary to facilitate acquisition of the above-described property for the Trinity River Vision – Central City Project, including the commencement of eminent domain proceedings, with title to be held in the name of TRWD; and
5. That the Board of Directors of TRWD approves of the acquisition of the above-described property.

**LEGAL DESCRIPTION
PARCEL 90 & 92**

SITUATED in the City of Fort Worth, Tarrant County, Texas and being the combination of two tracts of land out of the F. G. Mulliken Survey, Abstract No. 1045, said combination tract being all of Lot 2-R and Lot 3-R, Block 36 of North Fort Worth Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-86, Page 24 of the Plat Records of Tarrant County, Texas, said combination tract being conveyed to Judy J. Sellers by deeds recorded in Instrument No. D211132830 and in Instrument No. D211132829 of the Deed Records of Tarrant County, Texas (D.R.T.C.T.), said combination tract being herein more particularly described by metes and bounds as follows:

BEGINNING at a PK nail set at the south property corner of the said Lot 2-R, said point also being the west property corner of 1-R, Block 36 of the said North Fort Worth Addition, said point being on the northeast right-of-way line of North Houston Street, an existing 70 foot wide street right-of-way; **THENCE** North 30°09'10" West, along the southwest property line of the said Block 36 and along the said northeast right-of-way line, 504.10 feet to a ½" iron rod with cap stamped "SPOONER & ASSOCIATES" set (1/2" CIRS) at the west property corner of the said Lot 3-R, said point being on the southwest right-of-way line of Refinery Street, an existing variable width street right-of-way; **THENCE** the following courses along the northeast property line of the said Lot 3-R and along the said southwest right-of-way line:

South 89°10'10" East 65.29 feet to a ½" iron rod found;

South 77°32'10" East 54.00 feet to a ½" CIRS;

South 68°31'48" East 16.53 feet to a ½" CIRS;

South 59°28'30" East 144.45 feet to a ½" iron rod found;

South 54°43'30" East 56.00 feet to a ½" CIRS on the southwest right of way line of North

Main Street, an existing 100 foot wide street right-of-way;

THENCE South 30°09'10" East, along the northeast property line of the said Block 36 and along the said southwest right-of-way line, 244.10 feet to a PK nail set at the east property corner of the said Lot 2-R, said point also being the north property corner of the said Lot 1-R;

THENCE South 59°50'50" West, along the southeast property line of the said Lot 2-R and along the northwest property line of the said Lot 1-R, 200.00 feet to the **POINT OF BEGINNING**.

The tract being herein described contains 1.865 acres (81,234 square feet) of land.

Note: Survey sketch 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 14th day of November, 2011 to Rattikin Title Company, Chicago Title Insurance Company, Tarrant Regional Water District and Judy J. Sellers 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 Chicago Title Insurance Company, GF# 09-03311, issued August 26, 2011, 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 Refinery Street, a variable width street right-of-way, North Main Street, a 100 foot wide street right-of-way, and North Houston Street, a 70 foot wide street right-of-way which provide 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: 11-14-11
Revised on 2-10-12



POINT TABLE			
NO.	DESC.	NORTHING	EASTING
1	1/2" CRS	6965911.8183	2324632.9682
2	1/2" IRF	6965910.8720	2324698.2500
3	1/2" CRS	6965999.2175	2324750.9774
4	1/2" CRS	6965993.1684	2324786.3578
5	1/2" IRF	6965819.8002	2324890.7878
6	1/2" CRS	6965787.4601	2324936.5057

NOTE: UNDERGROUND UTILITIES SHOWN ARE COMPILED FROM FIELD EVIDENCE AND SCALED FROM UTILITY MAPS PROVIDED BY OTHERS. UTILITIES MAY EXIST THAT ARE NOT SHOWN. NO EXCAVATIONS WERE DONE TO DETERMINE THE LOCATION OF UNDERGROUND UTILITIES.

LINE TABLE		
NO.	BEARING	DIST.
L1	S89°10'10"E	65.29'
L2	S77°32'10"E	54.00'
L3	S68°31'48"E	16.53'
L4	S59°28'30"E	144.45'
L5	S54°43'30"E	56.00'

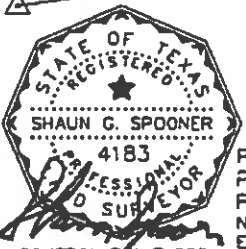
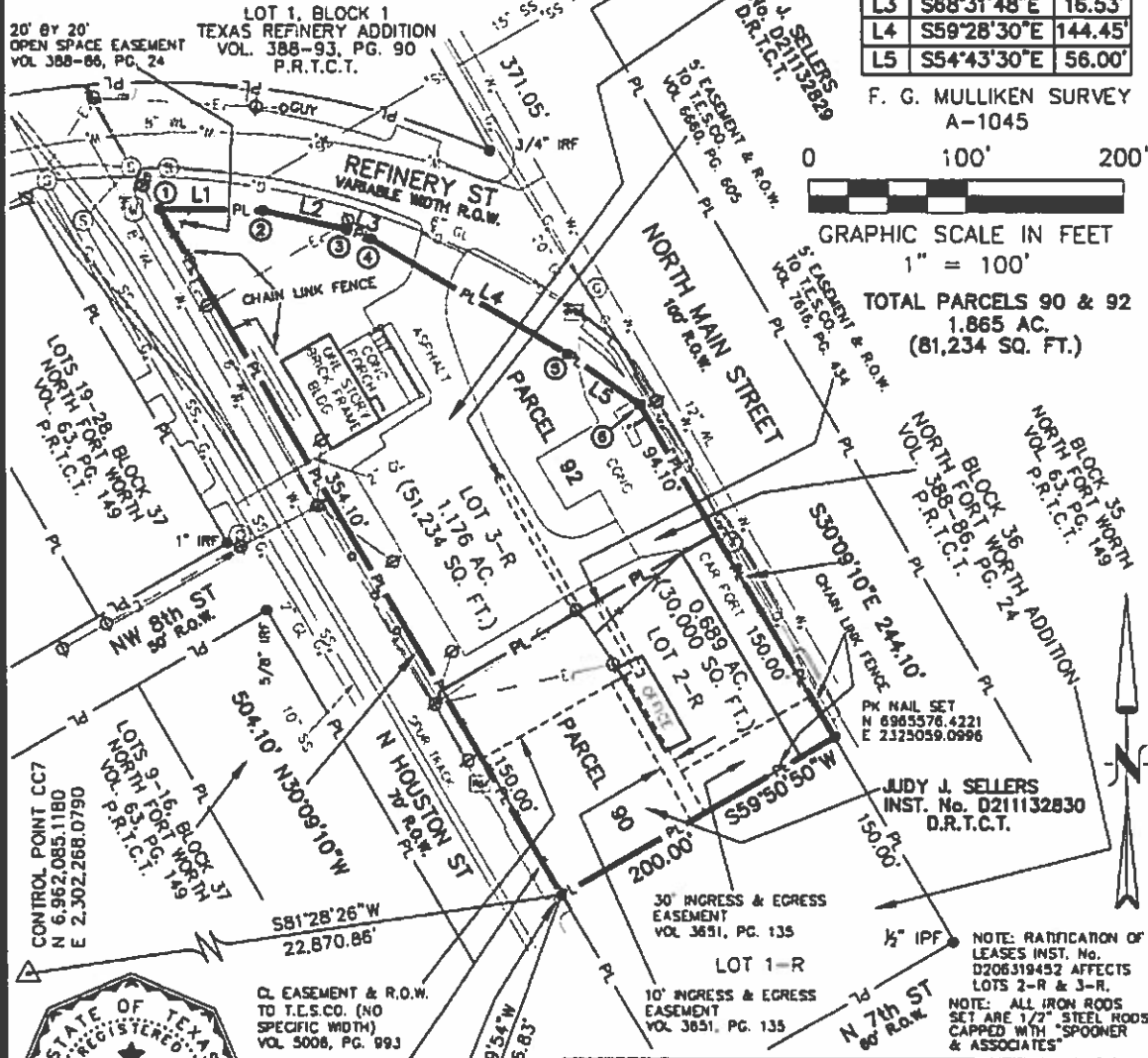
F. G. MULLIKEN SURVEY
A-1045



GRAPHIC SCALE IN FEET

1" = 100'

TOTAL PARCELS 90 & 92
1.865 AC.
(81,234 SQ. FT.)



CL EASEMENT & R.O.W.
TO T.E.S.CO. (NO
SPECIFIC WIDTH)
VOL. 5008, PG. 99J

CHAIN LINK FENCE

POINT OF BEGINNING
PARCELS 90 & 92
PK NAIL SET
N 6,965,475.9281
E 2,324,886.1806

CONTROL POINT CC5
N 6,955,519.2667
E 2,321,229.7297

REVISED ON 2-10-12

PARCELS 90 & 92, LAND TITLE SURVEY
JUDY J. SELLERS, fka JUDY J. BEENE

SPOONER & ASSOCIATES
REGISTERED PROFESSIONAL LAND SURVEYORS

309 BYERS STREET, #100
EULESS, TX 76039
PH (817) 281-2365
FAX (817) 485-8508
TRINITY RIVER VISION PROJECT PARCELS 90 & 92

DATE: 12-11-11
DRAWN BY: S.G.S.
CHECKED BY: S.G.S.
JOB NO. 10-086

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

18.

With the recommendation of management and the Real Property Committee, Director Sparks moved to purchase the following described land necessary for the construction of the Trinity River Vision – Central City Project for the negotiated purchase price of \$850,000. Funding for this purchase is included in the FY 2012 General Fund.

Fee simple title to the surface estate only of approximately 0.516 acres of land, including improvements, being a tract of land out of the F.G. Mulliken Survey, Abstract No. 1045, said tract being the north 90 feet of Block D of North Fort Worth, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Volume 654, Page 461 of the Deed Records of Tarrant County Texas, and the south 22.3 feet of closed Renfro Street right-of-way (closed by Ordinance No. 2304) adjoining along the northerly side of the above said Block D, owned by 904 R-T, LLC., said tract being more particularly described by metes and bounds on the survey plat attached hereto as Exhibit "A", for the Trinity River Vision - Central City Project;

In connection therewith, staff requests that the Board of Directors of TRWD make the following findings:

1. That the Trinity River Vision – Central City Project is a public works project intended to enhance water and flood control of the Trinity River in Tarrant County, Texas, will facilitate water control, flood control and storm and flood drainage, promote recreation, conserve and develop the natural resources of this state, and will control, store, preserve, develop and distribute storm and flood waters within the geographical boundaries of TRWD, and will serve other public purposes for which TRWD was created pursuant to Article 16, Section 59, of the Texas Constitution;
2. That it is necessary and convenient in the public interest to construct the Trinity River Vision – Central City Project in Tarrant County, Texas;
3. That it is reasonable, necessary, and appropriate to acquire the above-described property, which is necessary for the Trinity River Vision – Central City Project;

4. That the staff of TRWD should be authorized to take all steps as may be reasonable and necessary to facilitate acquisition of the above-described property for the Trinity River Vision – Central City Project, including the commencement of eminent domain proceedings, with title to be held in the name of TRWD; and
5. That the Board of Directors of TRWD approves of the acquisition of the above-described property.

**LEGAL DESCRIPTION
PARCEL 95
904 R-T, LLC**

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, said tract being conveyed to 904 R-T, LLC by deed recorded in Volume 13572, Page 558 of the Deed Records of Tarrant County, Texas (D.R.T.C.T.), said tract being the north 90 feet of Block D of North Fort Worth, being an addition to the City of Fort Worth according to the plat recorded in Volume 654, Page 461 of the D.R.T.C.T. and the south 22.3 feet of closed Renfro Street right-of-way (closed by Ordinance No. 2304) adjoining along northerly side of the above said Block D, said tract being herein more particularly described by metes and bounds as follows:

BEGINNING at a ½" iron rod found at the southeast property corner of the said 904 R-T tract and the northeast property corner of a tract of land conveyed to Kenneth L. Snipes and Serena A. West-Snipes, Trustees of Taos Holdings, by Instrument No. D203306942 of the D.R.T.C.T., said point also being on the westerly right-of-way line of Commerce Street, said point being located North 30°05'21" West 125.00 feet from a ½" iron rod found at the southeast property corner of the said Block D;

THENCE South 59°54'39" West, along the southerly property line of the said 904 R-T tract and along the northerly property line of the said Taos Holdings tract, 200.00 feet to a ½" iron rod found at the southwest property corner of the said 904 R-T tract, said point being on the easterly right-of-way line of North Main Street;

THENCE North 30°05'21" West, along the westerly property line of the said 904 R-T tract and along the said easterly right-of-way line, 112.30 feet to an X mark cut in concrete found at the southwest property corner of a tract of land conveyed to O'Neal Drilling Company, Inc. by deed recorded in Volume 7115, Page 2065 of the D.R.T.C.T.;

THENCE North 59°54'39" East, along the northerly property line of the said 904 R-T tract and along the southerly property line of the said O'Neal Drilling Company tract, 200.00 feet to an X mark in concrete set at the northeast property corner of the said 904 R-T tract;

THENCE, South 30°05'21" East, along the easterly property line of the said 904 R-T tract and along the said westerly right-of-way line of Commerce Street, 112.30 feet to the **POINT OF BEGINNING**.

The tract being herein described contains **0.516 acres (22,460 square feet)** of land.

Note: Survey sketch 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 24th day of September, 2007, 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 Old Republic National Title Insurance Company, Dated February 16, 2006, GF# 062461-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 North Main Street, a 100 foot wide street right-of-way and Commerce Street, a 70 foot 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: 9-24-07



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

19.

With the recommendation of management and the Real Property Committee, Director Sparks moved to approve the exchange of land in the A. Gouhenant Survey, A-582, and the M. Baugh Survey, A-106, Fort Worth, Tarrant County, Texas with Oncor Electric Delivery Company, L.L.C.



EXHIBIT "A"
LEGAL DESCRIPTION

BEING 4.855 acres of land located in the A. GOUHENANT SURVEY, ABSTRACT NO. 582, and being all of Lots 7 through 42, Block 6, and 7 through 24, Block 7, and the un-platted portion of Block 7, along with the 10-foot-wide public alleys located within said Block 6 and Block 7, and the 70-foot-wide public right-of-way for Commerce Street, lying between said Blocks 6 and 7, NORTH FORT WORTH, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 63, Page 149 of the Plat Records of Tarrant County, Texas, and said lots comprising 4.855 acres also being a portion of the tract of land conveyed to TXU Electric Generation Company, LP, (Genco) by the deed recorded in Volume 15342, Page 160 of the Deed Records of Tarrant County, Texas. Said 4.855 acres of land being more particularly described by metes and bounds as follows:

BEGINNING at an "X" cut in concrete set at the West corner of said Lot 24, Block 6, NORTH FORT WORTH, addition, and said POINT OF BEGINNING also being the intersection of the Northeast right-of-way line of North Main Street (a 100-foot-wide public right-of-way), and the Southeast right-of-way line of N. 4th Street (a 60-foot-wide public right-of-way);

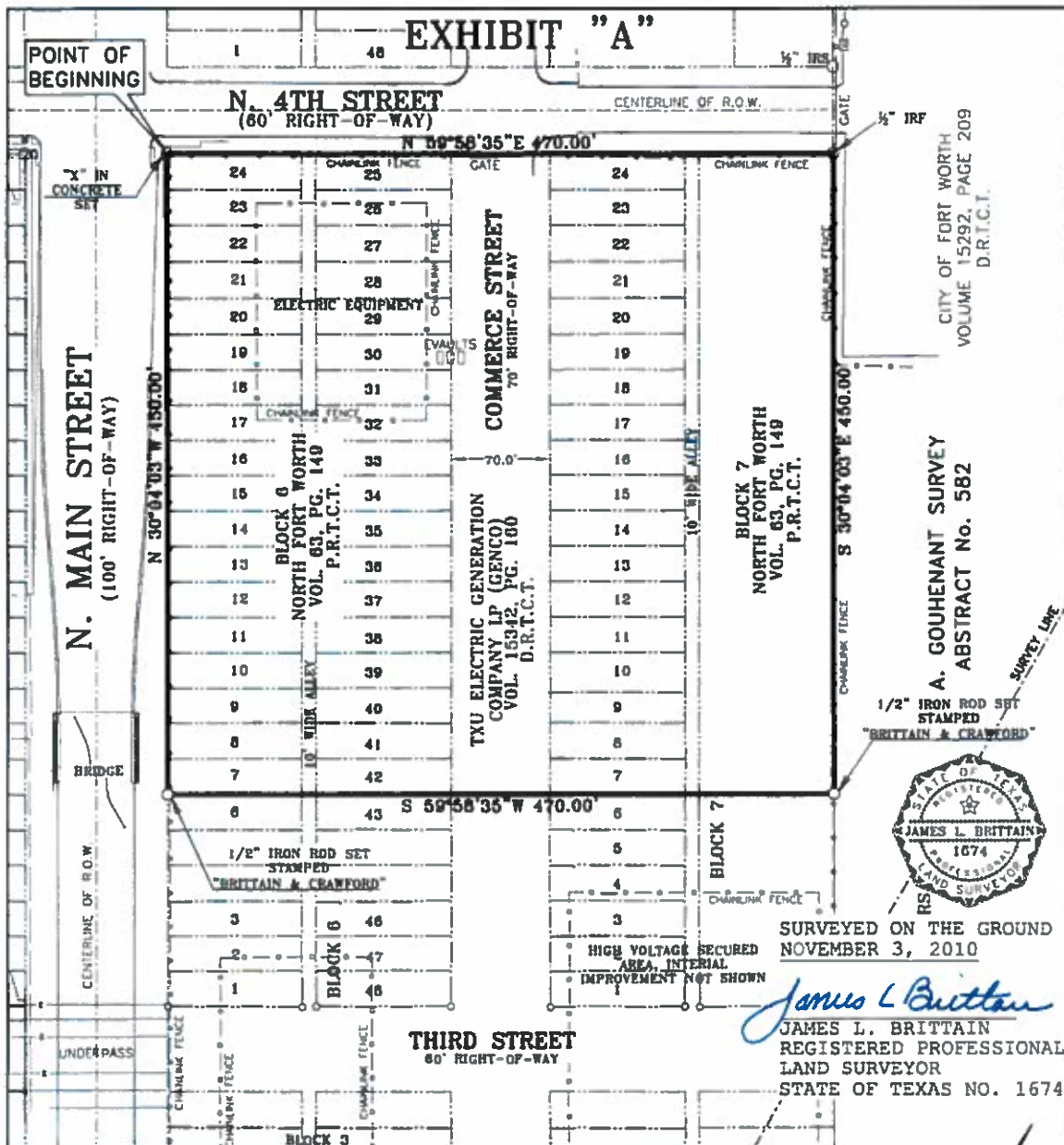
THENCE N 59° 58' 35" E 470.00 feet, along the Southeast right-of-way line of said N. 4th Street, and the Northwest boundary line of said Blocks 6 and 7, to a ½" iron rod found at the North corner of said Block 7;

THENCE S 30° 04' 03" E 450.00 feet, along the Northeast boundary line of said Block 7, to a ½" iron rod marked "Brittain & Crawford", set;

THENCE S 59° 58' 35" W 470.00 feet, passing along the Southeast boundary line of aforesaid Lot 7, Block 7, and the Southeast boundary line of aforesaid Lots 7 and 42, Block 6, to a ½" iron rod marked "Brittain & Crawford", set at the South corner of said Lot 7;

THENCE N 30° 04' 03" W 450.00 feet, along the Southwest boundary line of said Block 6, and the Northeast right-of-way line of said North Main Street, to the POINT OF BEGINNING containing 4.855 acres (211,500 square feet) of land, of which 9,000 square feet of land is located within the two public alleys, and 31,500 square feet of land is located within the 70-foot-wide public right-of-way for Commerce Street, leaving a net 171,000 square feet of land.

EXHIBIT "A"



CITY OF FORT WORTH
VOLUME 15292, PAGE 209
D.R.T.C.T.

A. GOUHENANT SURVEY
ABSTRACT No. 582

1/2" IRON ROD SET
STAMPED
"BRITTAIN & CRAWFORD"



SURVEYED ON THE GROUND
NOVEMBER 3, 2010

James L. Brittain
JAMES L. BRITTAIN
REGISTERED PROFESSIONAL
LAND SURVEYOR
STATE OF TEXAS NO. 1674

BRITTAIN & CRAWFORD
LAND SURVEYING &
TOPOGRAPHIC MAPPING

(817) 926-0211 — METRO (817) 429-3112
FAX No (817) 926-9347
P.O. BOX 11374 • 3908 SOUTH FREWAY
FORT WORTH, TEXAS 76110
EMAIL: adam@brittain-crawford.com

EXHIBIT MAP OF
4.855 ACRES OF LAND
LOCATED IN THE
A. GOUHENANT SURVEY
ABSTRACT No. 582
CITY OF FORT WORTH
TARRANT COUNTY, TEXAS



SCALE 1"=100'

LEGAL DESCRIPTION

BEING 5.428 acres of land located in the A. GOUHENANT SURVEY, ABSTRACT NO. 582, and the M. BAUGH SURVEY, ABSTRACT NO. 106, Fort Worth, Tarrant County, Texas, and being all of the tract of land designated as Tract Two and a portion of the tract of land designated as Tract Three in the deed to Tarrant County College District, recorded in County Clerk's File No. D204331101, of the Deed Records of Tarrant County, Texas. Said 5.428 acres of land also being all of Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, and 36, and portions of Lots 13, 23, and 24, Block 3, NORTH FORT WORTH ADDITION, to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 63, Page 149 of the Plat Records of Tarrant County, Texas; a portion of North Commerce Street (unimproved), and a portion of a public alley (unimproved); a portion of Block 3 and ½, of said NORTH FORT WORTH ADDITION; a portion of former Union Street (unimproved), and a portion of Block 'G', THE UNION LAND COMPANY'S INDUSTRIAL ADDITION, to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 309, Page 75 of the Plat Records of Tarrant County, Texas. Said 5.428 acres of land being more particularly described by metes and bounds as follows:

BEGINNING at a ½" iron rod marked "Brittain & Crawford", set at the West corner of the aforesaid tract of land designated as Tract Three, to Tarrant County College District, in the deed recorded in County Clerk's File No. D204331101, of the Deed Records of Tarrant County, Texas. Said POINT OF BEGINNING also lying in the Northeast right-of-way line of North Main Street (a 100-foot-wide public right-of-way) at S 30° 04' 36" E 798.74 feet, from the intersection of the Southeast right-of-way line of N. Fourth Street;

THENCE along the Northwest boundary line of said Tract Three to Tarrant County College District, as follows:

1. N 59° 55' 24" E 149.09 feet, to a ½" iron rod marked "Brittain & Crawford", set;
2. N 30° 04' 36" W 28.12 feet, to a ½" iron rod marked "Brittain & Crawford", set;
3. N 59° 55' 24" E 320.91 feet, to a ½" iron rod marked "Brittain & Crawford", set;

THENCE S 30° 04' 36" E 512.00 feet, severing said Tract Three, to a ½" iron rod marked "Brittain & Crawford", set;

THENCE S 59° 55' 24" W 470.00 feet, to a ½" iron rod marked "Brittain & Crawford", set in the Southwest boundary line of said Tract Three, the Northeast right-of-way line of aforesaid North Main Street, and the Southwest boundary line of aforesaid Block 3, NORTH FORT WORTH ADDITION;

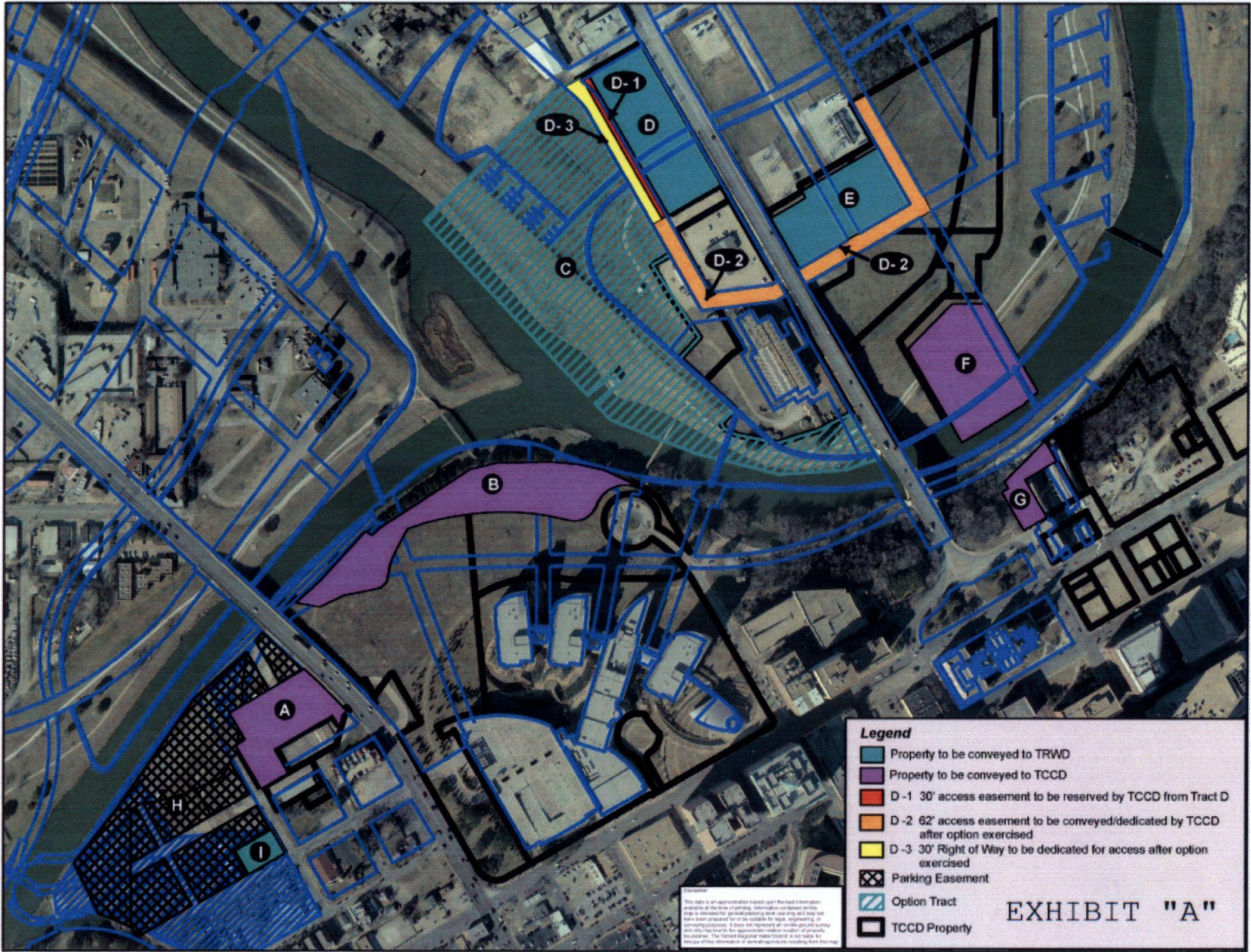
THENCE N 30° 04' 36" W 483.88 feet, along the Southwest boundary line of said Tract Two and Tract Three, the Southwest boundary line of said Block 3, and the Northeast right-of-way line of said North Main Street, to the POINT OF BEGINNING containing 5.428 acres (236,448 square feet) of land.

In addition, James M. Oliver of the Water District is authorized to execute the Oncor Exchange Contract.

In addition, R. Steve Christian is granted authority to take all steps which are reasonably necessary to complete the transaction and to pay all reasonable and necessary closing and related costs incurred with this acquisition. Director Leonard seconded the motion and the vote in favor was unanimous.

20.

With the recommendation of management and the Real Property Committee, Director Leonard moved to amend the Tarrant County College Exchange Contract to acquire an additional 2.941 acres for \$1,089,393 establishing an overall price to be paid by the Water District of \$4,089,393. The additional acreage was identified by Oncor as needed for the expansion of the Oncor substation. Funding for this contract amendment is included in the FY 2012 General Fund.



Legend

- Property to be conveyed to TRWD
- Property to be conveyed to TCCD
- D-1 30' access easement to be reserved by TCCD from Tract D
- D-2 62' access easement to be conveyed/dedicated by TCCD after option exercised
- D-3 30' Right of Way to be dedicated for access after option exercised
- Parking Easement
- Option Tract
- TCCD Property

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 use only and may not have been prepared for or be suitable for legal, engineering, or other professional purposes. It does not represent an on-the-ground survey and does not constitute an approximation of property boundaries. The latest Regional water control is not liable for mistakes of this information or any development resulting from this map.

EXHIBIT "A"

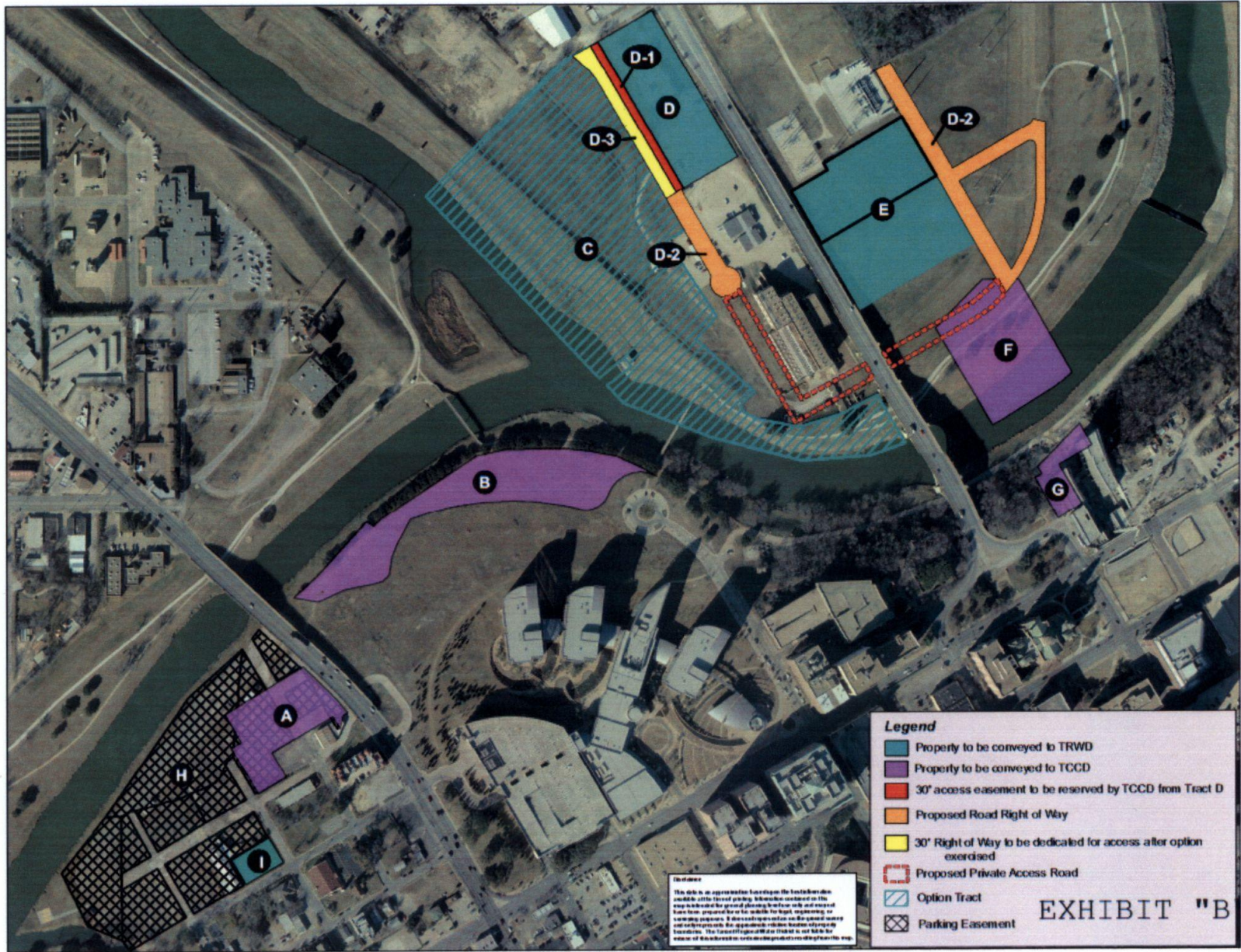


EXHIBIT "A"
LEGAL DESCRIPTION

BEING 5.428 acres of land located in the A. GOUHENANT SURVEY, ABSTRACT NO. 582, and the M. BAUGH SURVEY, ABSTRACT NO. 106, Fort Worth, Tarrant County, Texas, and being all of the tract of land designated as Tract Two and a portion of the tract of land designated as Tract Three in the deed to Tarrant County College District, recorded in County Clerk's File No. D204331101, of the Deed Records of Tarrant County, Texas. Said 5.428 acres of land also being all of Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, and 36, and portions of Lots 13, 23, and 24, Block 3, NORTH FORT WORTH ADDITION, to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 63, Page 149 of the Plat Records of Tarrant County, Texas; a portion of North Commerce Street (unimproved), and a portion of a public alley (unimproved); a portion of Block 3 and ½, of said NORTH FORT WORTH ADDITION; a portion of former Union Street (unimproved), and a portion of Block 'G', THE UNION LAND COMPANY'S INDUSTRIAL ADDITION, to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 309, Page 75 of the Plat Records of Tarrant County, Texas. Said 5.428 acres of land being more particularly described by metes and bounds as follows:

BEGINNING at a ½" iron rod marked "Brittain & Crawford", set at the West corner of the aforesaid tract of land designated as Tract Three, to Tarrant County College District, in the deed recorded in County Clerk's File No. D204331101, of the Deed Records of Tarrant County, Texas. Said POINT OF BEGINNING also lying in the Northeast right-of-way line of North Main Street (a 100-foot-wide public right-of-way) at S 30° 04' 36" E 798.74 feet, from the intersection of the Southeast right-of-way line of N. Fourth Street;

THENCE along the Northwest boundary line of said Tract Three to Tarrant County College District, as follows:

1. N 59° 55' 24" E 149.09 feet, to a ½" iron rod marked "Brittain & Crawford", set;
2. N 30° 04' 36" W 28.12 feet, to a ½" iron rod marked "Brittain & Crawford", set;
3. N 59° 55' 24" E 320.91 feet, to a ½" iron rod marked "Brittain & Crawford", set;

THENCE S 30° 04' 36" E 512.00 feet, severing said Tract Three, to a ½" iron rod marked "Brittain & Crawford", set;

THENCE S 59° 55' 24" W 470.00 feet, to a ½" iron rod marked "Brittain & Crawford", set in the Southwest boundary line of said Tract Three, the Northeast right-of-way line of aforesaid North Main Street, and the Southwest boundary line of aforesaid Block 3, NORTH FORT WORTH ADDITION;

THENCE N 30° 04' 36" W 483.88 feet, along the Southwest boundary line of said Tract Two and Tract Three, the Southwest boundary line of said Block 3, and the Northeast right-of-way line of said North Main Street, to the POINT OF BEGINNING containing 5.428 acres (236,448 square feet) of land.

In addition, James M. Oliver and the staff of the Water District are authorized to execute an Amendment to the Exchange Contract to acquire the additional property.

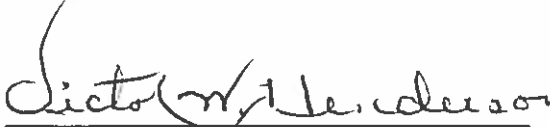
In addition, R. Steve Christian is granted authority to take all steps which are reasonably necessary to complete the acquisition and to pay all reasonable and necessary closing and related costs incurred with such acquisition. Director Sparks seconded the motion and the vote in favor was unanimous.

21.

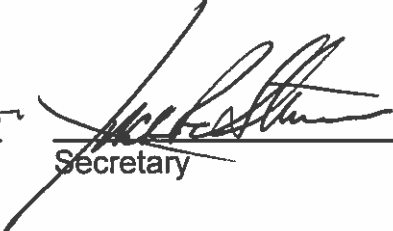
With the recommendation of management and legal counsel, Director Stevens moved to adopt written policies and procedures governing relocation assistance activities in connection with the Integrated Pipeline Project. Director Sparks seconded the motion and the vote in favor was unanimous.

22.

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



President



Secretary