

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 19TH DAY OF JUNE 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 Jim Oliver, Alan Thomas, Darrell Beason, Kathy Berek, Ken Brummett, Shanna Cate, Patrice Caldwell, Steve Christian, Wesley Cleveland, J. D. Granger, Nancy King, Chad Lorance, David Marshall, Rachel Navejar, Sandy Newby, Mark Olson, James Toal, Louie Verreault 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; Gary Savanyu of Beta; Michael Dempsey of Burns & McDonnell; Doug Varner, Dan Buhman, Don Funderlich and Bob Brashear of CDM-Smith; Brian Newby of Cantey Hanger, LLP; Larry Anfin of Coors Distributing Company; Russell Gibson of Freese and Nichols, Inc.; Doug Biglen of HDR Engineering, Inc.; Pat Whiteley of Hanson Pressure Pipe; Baker Ashiwaya and Troy Hotchkiss of KBR; Tony Boyd and Justin Reeves of LAN; Dick Fish of Lake Country Property Owners Association; Mark Nelson of MWH; Paul Blanchard of Northwest Pipe Company; Bill Marshall of Save Eagle Mountain Lake, Inc.; Jimmy Gibson of Shaw; Robert Holmes and Clara Ruddell of Tarrant County Historical Commission; Bill Paxton of TEC; Lynne Bright, Archie St. Clair, Doug Harman 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 May 15, 2012. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Dick Fish of Lake Country Property Owners Association announced that their members supported the Water District Clean-up at Eagle Mountain Park on May 19, 2012. Children, parents, and grandparents enjoyed the 6th Annual Kids Fishing tournament on June 2, 2012 held by the Lake Country Property Owners Association at their boat launch facility.

4.

With the recommendation of management, Director Lane moved to grant authority to accept a donation from Coors Distributing Company of Fort Worth for the commissioning of a statue honoring Major Ripley Allen Arnold. In addition, the Board authorized staff to negotiate and enter into an agreement with the artist, Archie St. Clair, for same. Director Stevens seconded the motion and the vote in favor was unanimous.

In addition, Ken Brummett is granted authority to execute the lease and all other documents necessary to complete this transaction. 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 Leonard moved to approve a contract with Mann Robinson and Sons, Inc. for Log Jam Removal – West Fork Trinity River, Boyd, Texas in the amount of \$62,500. Funding for this contract is included in the Bond Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to approve a contract with Hayward Baker, Inc. in the amount of \$4,600,000 for Eagle Mountain Dam Geotechnical and Stability Analysis – Implementation of Remedial Measures at the Spillway Levee. Funding for this contract is included in the Bond Fund. 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 Stevens moved to amend the contract with HDR Engineering, Inc. at a cost not to exceed \$3,381,580 for the IPL program-wide Corrosion Engineering Services – Phase 1 and 2 for a total not to exceed contract value including this amendment of \$6,391,580. Funding for this contract amendment 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 Stevens moved to amend the contract with LAN, Inc. at a cost not to exceed \$6,414,548 for Phase 2 Pipeline Engineering – IPL Section 15-1 at a total not to exceed contract value including this amendment of \$9,686,548. 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 Stevens moved to amend a contract with KBR Services, Inc. at a cost not to exceed \$5,388,000 for Phase 2 Pipeline Engineering – IPL Section 15-2 at a total not to exceed contract value including this amendment of \$8,131,500. Funding for this contract is included in the Bond Fund. Director Lane seconded the motion and the vote in favor was unanimous.

11.

STAFF UPDATES

- Update on System Status
- Update on IPL
- Update on TRVA
- Water Supply Update Video

12.

The Board of Directors recessed for a break from 11:53 a.m. to 12:03 p.m.

13.

The presiding officer next called an executive session at 12:03 p.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.

14.

Upon completion of the executive session at 12:33 p.m., the President reopened the meeting.

15.

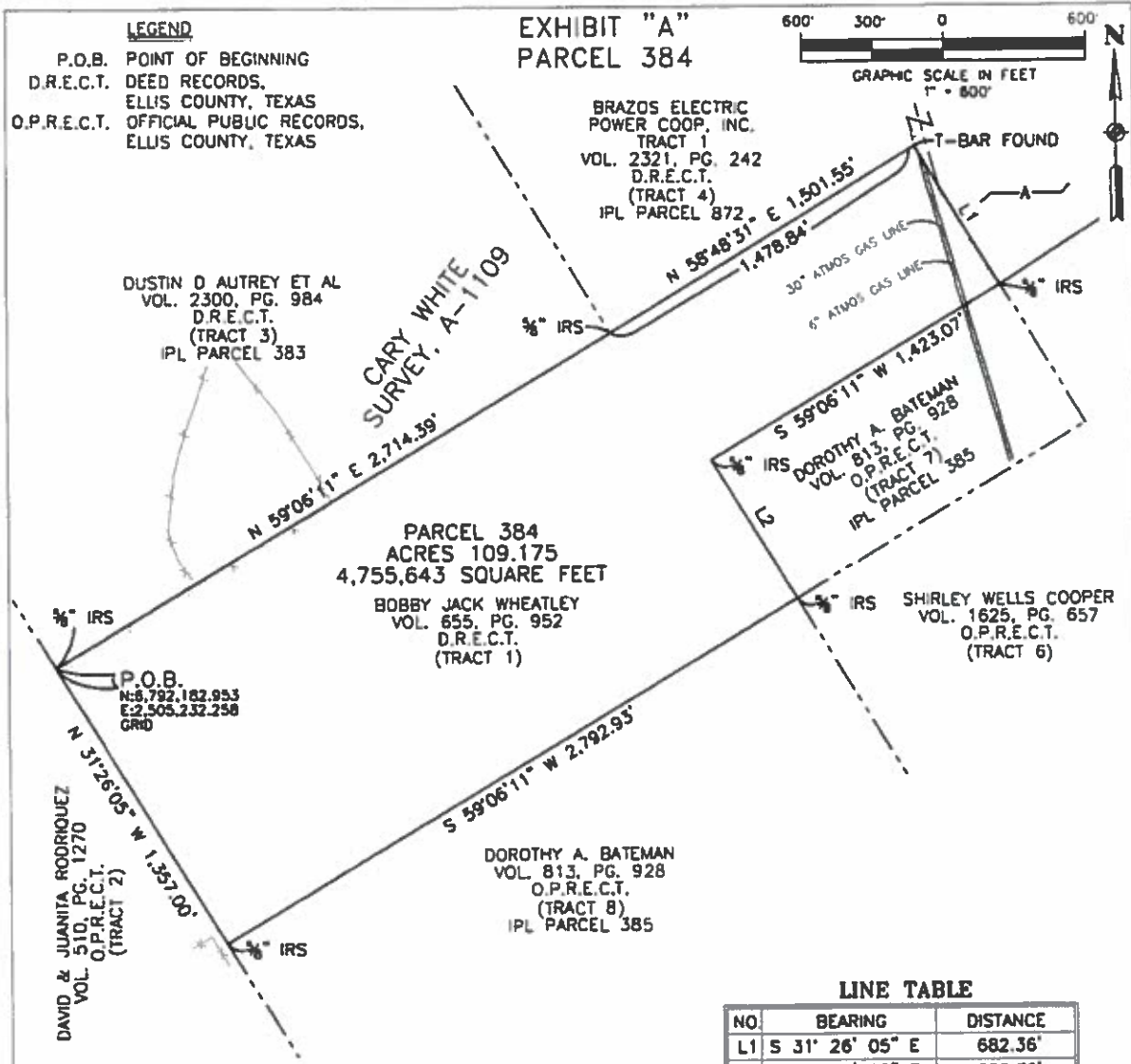
With the recommendation of management and the Real Property Committee, Director Sparks moved to purchase the following described real property for construction and operation of the IPL Project, from Brazos Electric Power Coop, Inc. for the negotiated purchase price of \$72,268.

Fee simple title to the surface estate only, including improvements located thereon, of an approximately 40.149 acre tract of land out of the Cary White Survey, Abstract Number 1109, Ellis County, Texas, and conveyed by deed to Brazos Electric Power Coop, Inc., being the remainder of Tract 1 (henceforth, referred to as Tract 1) as recorded in Volume 2321, Page 242, Deed Records Ellis County, Texas, and being further described in the survey plat for Parcel 872 attached hereto.

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. Funding for this contract is included in the Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

16.

With the recommendation of management and the Real Property Committee, Director Sparks moved to authorize the Real Property Director to complete the purchase of the interests of Bobby Jack Wheatley in the property described below for the negotiated purchase price of \$150,000 and that he be further authorized to pay all reasonable and necessary closing costs to complete this transaction. Director Sparks also moved that, if staff is unable to acquire clear title by negotiated purchase, the Tarrant Regional Water District authorize the use of the power of eminent domain to acquire the approximately 109.175 acre tract of land out of the Cary White Survey, Abstract Number 1109, Ellis County, Texas, described as the Second Tract and the Third Tract conveyed by deed to Bobby Jack Wheatley, as recorded in Volume 655, Page 952, Deed Records, Ellis County, Texas, for the public use and purpose of the construction and operation of the Integrated Pipeline Project.



LINE TABLE

NO.	BEARING	DISTANCE
L1	S 31° 26' 05" E	682.36'
L2	S 31° 26' 05" E	682.36'

GENERAL NOTES:

- SUBSURFACE AND ENVIRONMENTAL CONDITIONS WERE NOT EXAMINED OR CONSIDERED AS A PART OF THIS SURVEY. NO STATEMENT IS MADE CONCERNING THE EXISTENCE OF UNDERGROUND UTILITIES, WHICH MAY AFFECT THE USE, OR DEVELOPMENT OF THE SUBJECT AREA.
- THE LOCATION OF UTILITIES SHOWN HEREON ARE BASED ON SUE LEVEL B INFORMATION PROVIDED BY OTHERS.

NOTE: LEGAL DESCRIPTION TO ACCOMPANY THIS PLAT

OWNERSHIP TABLE

OWNERS	VOLUME	PAGE	RECORDS
A ENSEARCH CORP. (TRACT 5)	818	752	D.R.E.C.T.

SAM
Surveying & Mapping, Inc.

1430 EMPIRE CENTRAL DRIVE
SUITE 178
DALLAS, TEXAS 75247
(214) 631-7888
FAX: (214) 631-7103

FILE NAME: PARCEL 384.DGN
PROJ NO: 83813 TRAD TASK 5
SCALE: 1"=600'
DATE: 02/28/2012
DRAWN BY: DM
CHECKED BY: SKW
REVISED DATE: 02/23/2012

PRINTED ON: 05/15/2012 1:24 PM

SECTION 15-2, PARCEL 384
BOBBY JACK WHEATLEY

INTEGRATED PIPELINE PROJECT


BASIS OF BEARING IS THE TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL ZONE (4202) NORTH AMERICAN DATUM (NAD83) WITH ALL DISTANCES ADJUSTED TO SURFACE BY PROJECT COMBINED GRID FACTOR 0.9999468838.


PG. 5 OF 5

Funding for this contract is included in the Bond Fund. Director Leonard 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