MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF TARRANT REGIONAL WATER DISTRICT HELD ON THE 16th DAY OF JUNE 2015 AT 9:30 A.M.

The call of the roll disclosed the presence of the Directors as follows:

Present
Victor W. Henderson
Jack R. Stevens
Marty V. Leonard
Jim Lane (arrived at 11:14 a.m.)
Mary Kelleher

Also present were Jim Oliver, Alan Thomas, Dan Buhman, Darrell Beason, Linda Christie, Wesley Cleveland, Randall Cocke, Dustan Compton, Woody Frossard, Jason Gehrig, Rachel Ickert, Nancy King, Chad Lorance, David Marshall, Jennifer Mitchell, Sandy Newby, Mark Olson, Wayne Owen, and Ed Weaver.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (Water District); Lee Christie, Mike Atchley, and Jeremy Harmon of Pope, Hardwicke, Christie, Schell, Kelly & Ray LLP; Ashley Freer of the Balcom Agency; Michelle Clark of TCU/Leadership Fort Worth; Don Marable, Janelle Montgomery, Denise McKnight and Harriet Harral of Leadership Fort Worth; Dick Fish of Lake Country POA; Denis Qualls from the City of Dallas Water Utilities; Bob Brashear and Doug Varner of CDM Smith; D. G. Gain; David Medanich of First Southwest; Don McDaniel of TMG Imaging; Andra Beatty of Andra Beatty Real Estate; Sandi McDermott; Bill Paxton of Trinity River Communications – JV; Elizabeth Blackwelder of Freese and Nichols; and Christine Jacoby of JQ Infrastructure.

President Henderson convened the meeting with the assurance from management that all requirements of the "open meetings" laws had been met.

All present were given the opportunity to join in reciting the Pledge of Allegiance.

2.

On a motion made by Director Kelleher and seconded by Director Leonard, the Directors voted unanimously to approve the minutes from the meeting held on May 19, 2015. It was accordingly ordered that these minutes be placed in the permanent files of the Tarrant Regional Water District.

3.

Director Henderson called for an election of officers. On a motion by Director Stevens and seconded by Director Leonard, the Directors voted to elect Victor Henderson as President, Jack Stevens as Vice-President, Martha Leonard as Secretary, and Jim Lane as Secretary Pro-Tem. The vote in favor was unanimous.

4.

A presentation was given by members of Leadership Fort Worth on their TRWDsponsored water conservation project.

5.

With the recommendation of management, Director Stevens moved to approve an amendment to the Participation Agreement for TIF 8 (Lancaster) to specify or state that the District will fund the TIF 8 at 40 percent beginning with the 2015 tax year. All other terms of the Participation Agreement will remain the same. Director Leonard seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management, Director Leonard moved to approve

the contract closeout and release of retainage in the amount of \$163,121.18 to Magnus Pacific Corporation for remediation of contaminated soil and groundwater at the former Technicoat site. This was an unbudgeted expense and funding came from the General Fund. Director Kelleher seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Stevens moved to approve a contract with Whitley Penn for internal audit services. Funding for this contract is included in the proposed FY 2016 Budget. Director Leonard seconded the motion and vote in favor passed, with Directors Henderson, Stevens, and Leonard voting in favor and Director Kelleher voting against.

8.

With the recommendation of management, Director Leonard moved to approve a resolution regarding the Investment Policy and Strategies for the District. Director Stevens seconded the motion and the vote in favor passed. Director Kelleher abstained.

9.

With the recommendation of management, Director Leonard moved to approve a resolution regarding the District's designated Investment Officers. To reflect a change in staffing duties and responsibilities, District staff requested adding Jennifer Mitchell, Accounting Manager, as a designated Investment Officer and removing Carol Tackel, Assistant Division Director of Finance, as a designated Investment Officer. Director Stevens seconded the motion and the vote in favor passed. Director Kelleher abstained.

With the recommendation of management, Director Leonard moved to approve resolutions regarding the District's authorized representative with TexPool, TexSTAR, and LOGIC. To reflect a change in staffing duties and responsibilities, District staff requested adding Jennifer Mitchell, Accounting Manager, as an authorized representative and removing Carol Tackel, Assistant Division Director of Finance, as an authorized representative to manage District funds held by TexPool, TexSTAR and LOGIC. Director Stevens seconded the motion and the vote in favor passed. Director Kelleher abstained.

11.

With the recommendation of management, Director Kelleher moved to approve training sources under the guidelines of the Public Funds Investment Act for the District's Investment Officers. Director Leonard seconded the motion and the vote in favor was unanimous.

12.

With the recommendation of management, Director Stevens moved to approve a contract with Pacesetters Personnel Services for an hourly rate of \$10.09 for temporary labor services for Fort Worth and Eagle Mountain Operations. Funding for this contract is included in the FY 2015 General and Revenue Fund Budgets. Director Leonard seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management, Director Stevens moved to approve a Preventive Maintenance Agreement in the amount of \$105,032 with The Reynolds Company for the preventive maintenance of soft start and VFD units at Benbrook Lake Station, Benbrook Booster Station, Rolling Hills Pump Station, Wetlands River Station, and Wetlands Relift Station. Funding for this agreement is included in the FY 2015 Revenue Fund Budget. Director Leonard seconded the motion and the vote in favor was unanimous.

14.

With the recommendation of management, Director Stevens moved to approve a change in the calculation of retainage being held for Quest Civil Constructors, Inc. to 5% of the total contract price, following the recent 50% completion milestone of its contract for the construction of a drain system upgrade at Cedar Creek Dam. All remaining contract payments are to be made in full. However, any changes to the contract price by change order or alternate base bid work for the project will require adjustment to the retainage schedule. Funding for this contract is included in the Bond Fund. Director Kelleher seconded the motion and the vote in favor was unanimous.

15.

With the recommendation of management, Director Stevens moved to approve an amendment in the amount of \$205,125 to the contract with Carollo Engineers, Inc. for the chloramine optimization design to include a business case study of the District's pipeline chemical feed system. Funding for this amendment is included in the Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

16.

With the recommendation of management, Director Leonard moved to approve a contract in the amount of \$51,979,390 with BAR Constructors, Inc. for the Integrated

Pipeline Project Section 15.2. Funding for this contract is included in the Bond Fund.

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

17.

With the recommendation of management, Director Leonard moved to approve a contract in the amount of \$551,872 with Accurate Inspections, LLC for manufacturing/pipe installation inspection and testing services for the Integrated Pipeline Project Section 15.2. Funding for this contract is included in the Bond Fund. Director Kelleher seconded the motion and the vote in favor was unanimous.

18.

With the recommendation of management, Director Leonard moved to approve a contract in the amount of \$619,267 with HVJ Associates, Inc. for construction materials inspection and testing services for the Integrated Pipeline Project Section 15.2. Funding for this contract is included in the Bond Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

19.

Staff Updates

- Flood and System Status Update
- Update on Phase 2 of the Integrated Water Supply Plan
- Water Conservation Program Update
- Water Supply Update Video
- Reverse Litter Update

20.

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

The Board of Directors recessed for a break from 11:41 a.m. to 11:55 a.m.

The presiding officer next called an executive session at 11:55 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 (Monty Bennett v. Tarrant Regional Water District, Cause No. 153-264899-13, in the 153rd District Court of Tarrant County, Texas, Cause No. 02-13-00354-CV, in the Second Court of Appeals, Fort Worth, Texas and Cause No. 15-0030 in the Supreme Court of Texas; Tarrant Regional Water District v. Lazy W District No. 1, et al., Cause No. 2014C-0144 in the 3rd District Court of Henderson County, Texas, Cause No. 12-14-00329-CV in the Twelfth Court of Appeals, Tyler, Texas and Cause No. 15-0117 in the Supreme Court of Texas; White House Cemetery Association v. Tarrant Regional Water District, Cause No. 2014C-1022, in the 3rd District Court of Henderson County, Texas), Jacklyn Worfel Mayfield and Lori Beth Mayfield v. Tarrant Regional Water District, Cause No. 67-260763-12 in the 67th District Court of Tarrant County, Texas and Cause No. 08-13-00100-CV in the Eighth Court of Appeals, El Paso, Texas; and under Section 551.072 to deliberate the purchase, exchange, lease or value of real property. Upon completion of the executive session at 12:18 p.m., the President reopened the meeting.

22.

With the recommendation of management, Director Stevens moved that the District's General Manager, with approval by General Counsel, be authorized to execute an agreement with Luminant Generation Company to supersede the existing 1976

Forest Grove agreement and resolve pending claims in the Luminant bankruptcy.

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

23.

With the recommendation of management, Director Lane moved to grant authority to acquire permanent easement interests, as set forth below, in, over, under, and across the following described properties for the public use and purpose of construction and operation of the Integrated Pipeline Project. Funding for these acquisitions is included in the Bond Fund.

IPL Parcel 318 (Hastings)

A permanent easement interest across a 6.312-acre tract of land situated in the T.S. Norvell Survey, Abstract Number 797, and the C. Atteberry Survey, Abstract Number 10, Ellis County, Texas, and being more particularly described as a portion of that certain 50.00-acre tract conveyed to Michael E. Hastings, by instrument recorded in Volume 1612, Page 115, Official Public Records, Ellis County, Texas, and that certain 50.00-acre tract conveyed to Susan Renfro Hastings by instrument recorded in Volume 1794, Page 1275, Official Public Records, Ellis County, Texas, and also a portion of that certain 2.000-acre tract conveyed to Michael E. Hastings and Susan Renfro Hastings by instrument recorded in Volume 1874, Page 1377, Official Public Records, Ellis County, Texas, and being further described in the survey plat for Parcel 318 attached hereto for the negotiated purchase price of \$105,000.

IPL Parcel 666 (Blanchard)

A permanent easement interest across a 0.040-acre tract of land situated in the John Albright Survey, Abstract Number 16, Henderson County, Texas, being part of that called 66.715-acre tract described by deed to Frank and Mersini I. Blanchard recorded in Volume 2286, Page 329, Deed Records, Henderson County Texas, and being further described in the survey plat for Parcel 666 attached hereto for the negotiated purchase price of \$1,000.

EXHIBIT "A" Property Description

Being 6.312-acres (274,938 square feet) of land situated in the T.S. Norvell Survey, Abstract Number 797 and the C. Atteberry Survey, Abstract Number 10, Ellis County, Texas, and more particularly that certain 50.00 acre tract conveyed to Michael E. Hastings (undivided 1/2 interest), by instrument recorded in Volume 1612, Page 115, Official Public Records, Ellis County, Texas, (O.P.R.E.C.T.), and that certain 50.00 acre tract conveyed to Susan Renfro Hastings (undivided 1/2 interest), by instrument recorded in Volume 1794, Page 1275, O.P.R.E.C.T., and also that certain 2.000 acre tract conveyed to Michael E. Hastings (undivided 1/2 interest) and Susan Renfro Hastings (undivided 1/2 interest), by instrument recorded in Volume 1874, Page 1377, O.P.R.E.C.T., and being further described as follows:

COMMENCING at a 5/8 inch iron rod with cap stamped "Texas GLO" found for the northwest corner of said 50.00 acre tract, said 5/8 inch iron rod with cap stamped "Texas GLO" being the northeast corner of that certain tract conveyed to Raul G. Avila, and wife, Maria Magdalena R. Avila, by instrument recorded in Volume 1690, Page 938, O.P.R.E.C.T., said 5/8 inch iron rod with cap stamped "Texas GLO" being in the southerly line of that certain tract conveyed to Charles W. Griffin and wife, Elizabeth M. Griffin, by instrument recorded in Volume 1599, Page 411, O.P.R.E.C.T., said 5/8 inch iron rod with cap stamped "Texas GLO" being in the southerly line of Lot 15, of Buena Vista Heights, a subdivision of record according to the map or plat thereof recorded in Cabinet D, Page 133, Plat Records, Ellis County, Texas (P.R.E.C.T.), said 5/8 inch iron rod with cap stamped "Texas GLO" being in the northerly line of said Abstract Number 797, said 5/8 inch iron rod with cap stamped "Texas GLO" also being in the southerly line of the B.F. Wade Survey, Abstract Number 1151, Ellis County, Texas;

THENCE South 28 degrees 03 minutes 44 seconds East, along the common line of said 50.00 acre tract and said Avila tract recorded in Volume 1690, Page 938, a distance of 384.10 feet to a 5/8 inch iron rod with cap stamped "GORRONDONA" set for the POINT OF BEGINNING (N:6,816,743.665, E:2,452,245.455 Grid);

- (1) THENCE South 81 degrees 43 minutes 29 seconds East, a distance of 1827.19 feet to a 5/8 inch iron rod with cap stamped "GORRONDONA" set for corner in the easterly line of said 2.000 acre tract, said 5/8 inch iron rod with cap stamped "GORRONDONA" being in the westerly line of that certain tract conveyed to Don. G. Walker and wife, Margaret Elaine Walker, and Clinton Shane Walker and Brinton Duane Walker, by instrument recorded in Volume 1521, Page 425, O.P.R.E.C.T.;
- (2) THENCE South 30 degrees 47 minutes 59 seconds East, along the common line of said 2.000 tract and said Walker tract, a distance of 193.22 feet to a 5/8 inch iron rod with cap stamped "GORRONDONA" set for corner, from which a 1/2 inch iron rod with cap stamped "RPLS 5881" found for the southeast corner of said 2.000 acre tract bears South 30 degrees 47 minutes 59 seconds East, a distance of 1.38 feet;

- (3) THENCE North 81 degrees 43 minutes 29 seconds West, a distance of 1838.65 feet to a 5/8 inch iron rod with cap stamped "GORRONDONA" set for corner in the westerly line of said 50.00 acre tract, said 5/8 inch iron rod with cap stamped "GORRONDONA" being in the easterly line of said Avila tract recorded in Volume 1690, Page 938, from which a 5/8 inch iron rod found for the southeast corner of said Avila tract recorded in Volume 1690, Page 938 bears South 28 degrees 03 minutes 44 seconds East, a distance of 167.52 feet, said 5/8 inch iron rod being the northeast corner of that certain tract conveyed to Raul G. Avila, and wife, Maria Magdalena R. Avila, by instrument recorded in Volume 1619, Page 578, O.P.R.E.C.T., said 5/8 inch iron rod also being in the westerly line of said 50.00 acre tract;
- (4) THENCE North 28 degrees 03 minutes 44 seconds West, along the common line of said 50.00 acre tract and said Avila tract recorded in Volume 1690, Page 938, a distance of 186.21 feet to the POINT OF BEGINNING and containing 6.312 acres (274,938 square feet) of land, more or less.

NOTE: Basis of bearing is the Texas State Plane Coordinate System, North Central Zone (4202) North American Datum 1983 (NAD83)(2007) with all distances adjusted to surface by project combined scale factor 0.9999460030.

NOTE: Plat to accompany this legal description.

I do certify on this 19th day of March, 2013, to Town Square Title Company, LLC, Fidelity National Title Insurance Company, and Tarrant Regional Water District, 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 2, Condition IV Survey, and accurate as to the boundaries and areas of the subject property and the size, location and type of buildings and improvements, 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 Fidelity National Title Insurance Company, with an effective date of February 21, 2013, issued date of February 28, 2013, GF #7068 affecting the subject property and listed in Exhibit "A-1" attached hereto.

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.

This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 2, Condition IV Survey.

Jon L. Cooper

Registered Profession Land Surveyor

Texas Registration No. 5254

Dated: _

JON L. COOPER

SURVE

SURVE

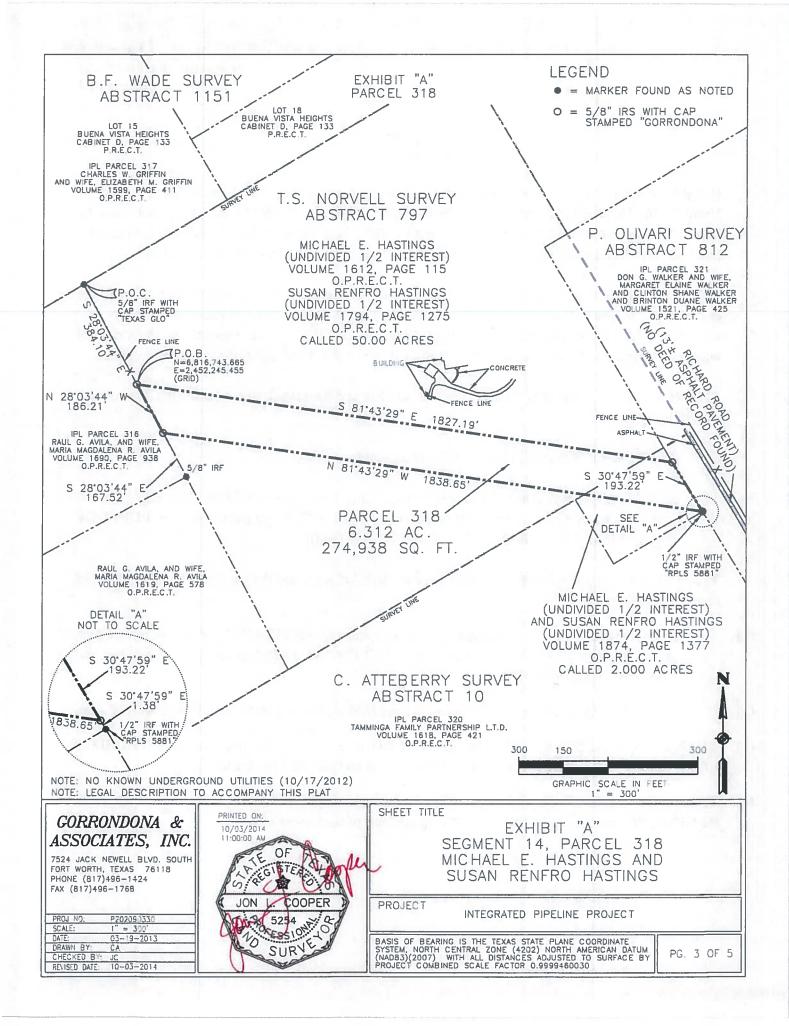


Exhibit "A" Property Description

Being a 0.040 acre (1,751 square foot) tract of land situated in the John Albright Survey, Abstract Number 16, Henderson County, Texas, being part of that called 66.715 acre tract described by Warranty Deed to Frank Blanchard and Mersini I. Blanchard recorded in Volume 2286, Page 329, Deed Records, Henderson County Texas (D.R.H.C.T.), and being further described as follows:

COMMENCING at a 1/2-inch iron rod found for the easterly end of a called 10 foot offset in the easterly line of that called 10.379 acre tract described by Warranty Deed to David M. McElree and wife, Debra McElree recorded in Volume 1638, Page 137, D.R.H.C.T., same being the westerly right of way line of Farm to Market Highway 2636 (FM 2636, a variable width right-of-way, no deed found);

THENCE southerly, with said westerly right of way line and the easterly line of said 10.379 acre tract, as follows:

S 00°53'40" E, a distance of 100.00 feet to a point for corner;

S 09°43'26" W, a distance of 101.80 feet to a found 1 inch pipe for the southeasterly corner of said 10.379 acre tract and the northeast corner of said 66.715 acre tract, being the **POINT OF BEGINNING**, (N: 6,746,922.397, E: 2,749,896.952 Grid);

THENCE southerly, continuing with said westerly right of way, and the easterly line of said 66.715 acre tract, as follows:

- (1) Along the arc of a curve to the right, having a central angle of 01°30'53", a radius of 676.78 feet, an arc length of 17.89 feet, and a chord of S 16°14'36" W, 17.89 feet to a set 1/2-inch iron rod with "PACHECO KOCH" cap;
- (2) S 17°00'02" W, a distance of 27.64 feet to a set 1/2-inch iron rod with "PACHECO KOCH" cap;
- (3) **THENCE** N 86°55'59" W, a distance of 78.99 feet to a set 1/2-inch iron rod with "PACHECO KOCH" cap in the line common to said 10.379 acre tract and said 66.715 acre tract;
- (4) **THENCE** N 66°49'07" E, with said common line, a distance of 100.04 feet to the **POINT OF BEGINNING**, containing 0.040 acre (1,751 square feet) of land, more or less.

NOTE: Basis of bearing is the Texas State Plane Coordinate System, North Central Zone (4202), North American Datum 1983 (NAD 83)(2007) with all distances adjusted to surface by project combined scale factor of 0.9999804020.

NOTE: Plat to accompany this legal description.

NOTE: All 1/2-inch iron rods set have a yellow cap stamped "PACHECO KOCH"

I certify on this 8th day of October, 2014, to Fidelity National Title Insurance Company, Attorney's Title of Henderson County and Tarrant Regional Water District, 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 2, Condition IV Survey, and accurate as to the boundaries and areas of the subject property and the size, location and type of buildings and improvements, 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 Fidelity National Title Insurance Company, with an effective date of August 22, 2014, issued date of August 27, 2014, GF # 14-529-DD affecting the subject property and listed in Exhibit "A-1" attached hereto.

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.

This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 2, Condition IV Survey.

Paul Hubert, R.P.L.

Pacheco Koch Consuling Engineers, Inc.

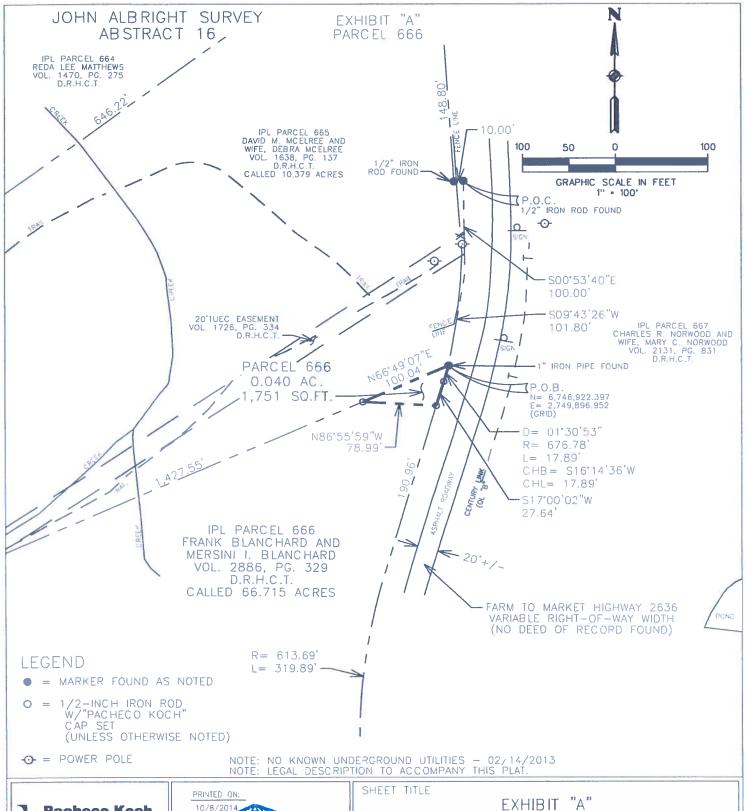
Dallas, TX 75206UR

Texas Reg. Surveying Firm LS-100080-00

Texas Registration No. 1942 8350 N. Central Expwy., Suite 1000 (972) 235-3031

Dated:

10 8 14





DALLAS, TEXAS 75206
PH. 972.235.3031 FAX 972.235.9544
TX REG. ENGINEERING FIRM F-469
TX REG. SURVEYING FIRM LS-100080-00



SEGMENT 19-2, PARCEL 666 FRANK BLANCHARD AND MERSINI I. BLANCHARD

PROJECT

INTEGRATED PIPELINE PROJECT

BASIS OF BEARING IS THE TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL ZONE (4202) NORTH AMERICAN DATUM (NADB3)(2007) WITH ALL DISTANCES ADJUSTED TO SURFACE BY PROJECT COMBINED SCALE FACTOR 0.9999804020

PG. 3 OF 4

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete these transactions and to pay all reasonable and necessary closing and related costs incurred with these acquisitions. Director Leonard seconded the motion and the vote in favor was unanimous.

24.

There were no future agenda items approved. Director Kelleher asked for an update on reports she had requested on the District's wellness program and on the Integrated Pipeline Project segment in Mansfield.

25.

The next board meeting was scheduled for July 21, 2015.

26.

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

President

Secretary