

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NUMBER ONE
HELD ON THE 14TH DAY OF AUGUST, 1997 AT 9:00 A.M.

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

Present

George W. Shannon
Victor W. Henderson
Charles B. Campbell, Jr.
Hal S. Sparks III
Brian C. Newby

Also present were James M. Oliver, Alan Thomas, Wayne Owen, Brian Gordon, David Marshall, Woody Frossard, Mike Meza, Eddy Weaver, Madeline Robson and Linda Hawkins.

Also in attendance were Randy Rogers, Richard Sawey and Peter Fairchild representing Camp, Dresser & McKee, Inc.; Wayne Usry representing Arthur Andersen, Inc. and Anita Baker representing the Fort Worth Star - Telegram.

With the assurance from management that all requirements of the "open meetings" laws had been met, Director Shannon convened the meeting.

1.

The Board of Directors were next presented the 1997 Management Audit Report Document developed by the consultant team of Camp Dresser & McKee / Arthur Andersen.

2.

With the recommendation of management, Director Henderson moved to approve of a contract with Fugro McClelland (Southwest), Inc. for construction materials testing for the Benbrook Pump Station construction project for an amount not to exceed \$83,300.00. Director Newby seconded the motion and the vote in favor was unanimous.

3.

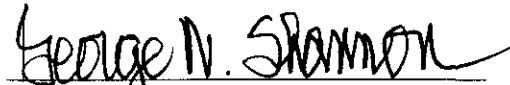
With the recommendation of management, Director Campbell moved to approve Amendment Number Seven to the Benbrook Pipeline Engineering Services Contract between the District and Freese and Nichols, Inc. The amendment provides for pier inspection services during the construction of the Benbrook Pump Station for an additional amount of \$86,000.00. Director Sparks seconded the motion and the vote in favor was unanimous.

4.

The Board next reviewed the Preliminary \$57,048,907 Fiscal Year 1998 Revenue Fund Budget. During the review process, several items were added, deleted or adjusted resulting in a revised Preliminary Fiscal Year 1998 Revenue Fund Budget of \$56,938,287.

5.

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


President


Secretary