

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
TARRANT REGIONAL WATER DISTRICT  
HELD ON THE 20TH DAY OF JANUARY, 1998 AT 9:30 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, Madeline Robson, Ken Brummett, David Marshall, Steve Christian, Wesley Cleveland, Sandy Swinnea, Brian Gordon, Mike Witthaus, Mike Williams, and Wayne Owen.

Also in attendance were Turner Almond and Kathy Schrock representing Ernst & Young, LLP.; and Edwin Youngblood.

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

1.

On a motion made by Director Henderson and seconded by Director Campbell, the Directors unanimously voted to approve the minutes from the meeting held December 16, 1997. It was accordingly ordered that such minutes be placed in the permanent files of the District.

2.

Wayne Owen next presented to the Board of Directors the official returns of the election for two (2) Directors conducted by the District on January 17, 1998. The Directors, as a Committee of the Whole, publicly examined and did formally canvass the election returns. After careful examination of the tabulation sheet, Director Campbell moved that the Board of Directors find and declare that the results were as follows:

<u>Candidate</u>	<u>Votes</u>
Brian C. Newby	1,619
Edwin J. Youngblood	473
Judy Tkac-Sager	457
Gilmore Lauderdale	202
George W. Shannon	1,603
Joe R. Keeton	182

Number of Ballots Cast: 2,394

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

It was declared by the Board of Directors of Tarrant Regional Water District that Brian C. Newby and George W. Shannon were duly elected to serve for a period of four (4) years from the date of their qualification and until their successors may be duly elected and qualified.

3.

The statutory oath of office was duly administered to Messrs. Shannon and Newby by Board Vice President Henderson. Board Secretary, Charles B. Campbell, Jr., then ordered that the election returns and Directors' Bonds be filed as required by law.

4.

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

5.

With the recommendation of management, Director Newby moved to approve the Annual Audit performed by Ernst & Young LLP for the fiscal year ended September 30, 1997. Director Henderson seconded the motion and the vote in favor was unanimous.

6.

The President and presiding officer next called an executive session under Chapters 551.071 of the Government Code to consider pending or contemplated litigation.

7.

Upon completion of the executive session, the President reopened the meeting.

8.

With the recommendation of management, Director Newby moved to appoint Wayne Owen to serve as the District's representative on the Medical District Tax Increment Financing District Board of Directors. Director Campbell seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Campbell moved to approve of the lease of 120.71 acres of land out of the W.G. King Survey A-900, Tarrant County, Texas to DW Materials, for the mining and production of sand, gravel and fill dirt and the R. Steve Christian be authorized to execute the lease and all other documents necessary to complete this transaction. Director Sparks seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management, Director Henderson moved to approve of a substitute Special Warranty Deed and substitute Release of Vendor's Lien and deed of trust to grantees, Dr. Edwin H. Ellison and Dr. David W. Ellison, for the sale of Lot 8, Water Board W.N. Younger Subdivision Increment One as shown by a plat of record in volume 388-61, page 23 of the Plat Records of Tarrant County, Texas. The original deed was dated January 20, 1971. In addition, R. Steve Christian shall be authorized to execute all documents necessary to complete this transaction. Director Newby seconded the motion and the vote in favor was unanimous.

11.

With the recommendation of management, Director Campbell moved to approve the contract with Pipeline Technologies for the repair of two (2) damaged pipeline segments on the Cedar Creek Pipeline utilizing tendons at a cost not to exceed \$67,350.00. Funding for this project is included in the Fiscal Year 1998 Revenue Fund Budget. Director Henderson seconded the motion and the vote in favor was unanimous.

12.

With the recommendation of management, Director Henderson moved to approve the reduction of retainage for Seven K Construction Company on the Benbrook Pipeline Tunnel Section Contract from five percent to 2.5 percent. Director Newby seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management, Director Campbell moved to adopt the three following resolutions concerning the District's designated investment officers, the District's authorized representatives with LOGIC, and the District's authorized representatives with TexPool. Director Sparks seconded the motion and the vote in favor was unanimous.

RESOLUTION  
OF  
THE BOARD OF DIRECTORS OF  
TARRANT REGIONAL WATER DISTRICT  
FORMALLY ESTABLISHING INVESTMENT  
OFFICERS AND DESIGNATING ALAN THOMAS, BRIAN GORDON,  
SANDRA SWINNEA AND MADELINE ROBSON  
TO SERVE AS SAME

WHEREAS, TARRANT REGIONAL WATER DISTRICT (the District) is a political subdivision of the State of Texas, created under authority of Article 16, Section 59 of the Texas Constitution; and

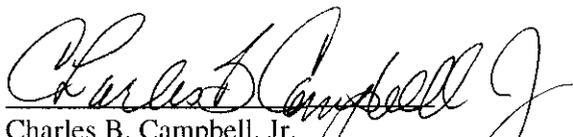
WHEREAS, the District as a political subdivision of the State of Texas has legal authority to invest local funds (which are public funds in the custody of the District that are not required by law to be deposited in the state treasury and that the District has legal authority to invest); and

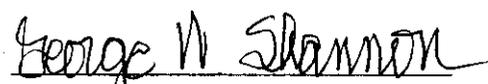
WHEREAS, Tex. Gov't. Code Ann. Sec. 2256 Subchapter A requires the District, as a political subdivision, to adopt rules governing the investment of local funds of the District and to specify the scope of authority of officers and employees of the District that are designated to invest local funds; and

WHEREAS, the District has heretofore adopted a written Investment Policy governing the investment of local funds and requiring the Board of Directors of the District to designate one or more officers or employees of the District to be responsible for the investment of the funds of the District and to be the District's Investment Officers.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TARRANT REGIONAL WATER DISTRICT THAT Alan Thomas, Brian Gordon, Sandra Swinnea and Madeline Robson are hereby designated as the Investment Officers for the District in compliance with the requirements of Tex. Gov't. Code Ann. Sec. 2256 Subchapter A, relating to the investment of public funds, and they are hereby authorized to deposit, withdraw, invest, transfer and manage in any other manner such funds. All investments shall be in securities and funds permitted by law and authorized by the District's written Investment Policy.

Passed and approved this 20th day of January, 1998.

  
Charles B. Campbell, Jr.  
Secretary

  
George W. Shannon  
President

**RESOLUTION CHANGING AUTHORIZED REPRESENTATIVES FOR LOCAL GOVERNMENT INVESTMENT COOPERATIVE**

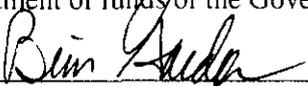
WHEREAS, Tarrant Regional Water District (the "Government Entity") by authority of that certain Local Government Investment Cooperative Resolution (the "Resolution") has entered into that certain Interlocal Agreement (the "Agreement") and has become a participant in the public funds investment pool created thereunder known as Local Government Investment Cooperative ("LOGIC");

WHEREAS, the Resolution designated on one or more "Authorized Representatives" within the meaning of the Agreement;

WHEREAS, the Government Entity now wishes to update and designate the following persons as the "Authorized Representatives" within the meaning of the Agreement;

NOW, THEREFORE, BE IT RESOLVED:

The following officers, officials or employees of the Government Entity are hereby designated as "Authorized Representatives" within the meaning of the Agreement, with full power and authority to: deposit money to and withdrawal money from the Government Entity's LOGIC account or accounts from time to time in accordance with the Agreement and the Information Statement describing the Agreement and to take all other actions deemed necessary or appropriate for the investment of funds of the Government Entity in LOGIC:

Signature: 

Printed Name: Brian Gordon

Title: Investment Officer

Signature: 

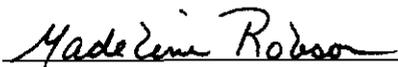
Printed Name: Alan Thomas

Title: Assistant General Manager

Signature: 

Printed Name: Sandra Swinnea

Title: Finance Manager

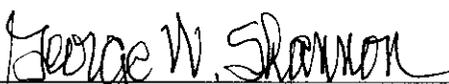
Signature: 

Printed Name: Madeline Robson

Title: Administrative Services Manager

The foregoing supersedes and replaces the Government Entity's previous designation of officers, officials or employees of the Government Entity as Authorized Representatives under the Agreement pursuant to paragraph 4 of the Resolution. Except as hereby modified, the Resolution shall remain in full force and effect.

PASSED AND APPROVED this 20th day of January, 1998.

By:   
Printed Name: George Shannon  
Title: President

ATTEST:

By:

Printed Name:

Charles Campbell

Title:

Secretary



## RESOLUTION

### AMENDING AUTHORIZED REPRESENTATIVES

WHEREAS, Tarrant Regional Water District ("Participant") is a local government of the State of Texas and is empowered to delegate to a public funds investment pool the authority to invest funds and to act as custodian of investments purchased with local investment funds; and

WHEREAS, it is in the best interest of the Participant to invest local funds in investments that provide for the preservation and safety of principal, liquidity, and yield consistent with the Public Funds Investment Act; and

WHEREAS, the Texas Local Government Investment Pool ("TexPool"), a public funds investment pool, was created on behalf of entities whose investment objective in order of priority are preservation and safety of principal, liquidity, and yield consistent with the public Funds Investment Act.

NOW THEREFORE, be it resolved as follows:

A. That the individuals, whose signatures appear on page 2 of this Resolution, are authorized representatives of the Participant and are each hereby authorized to transmit funds for investment in TexPool and are each further authorized to withdraw funds from time to time, to issue letters of instruction, and to take all other actions deemed necessary or appropriate for the investment of local funds.

List of the authorized representatives of the Participant. These individuals will be issued P.I.N. numbers.

1. Name Brian Gordon Title Investment Officer  
Signature Brian Gordon
2. Name Sandra Swinnea Title Finance Manager  
Signature Sandra Swinnea
3. Name Alan Thomas Title Assistant General Manager  
Signature Alan Thomas
4. Name Madeline Robson Title Administrative Services Manager  
Signature Madeline Robson

List the name of the Authorized Representative listed above that will have primary responsibility for performing transactions and receiving confirmations and monthly statements under the Participation Agreement.

Name: Brian Gordon

In addition and at the option of the Participant, one additional authorized representative can be designated to perform only inquiry of selected information. This limited representative cannot make deposits or withdrawals. If the Participant desires to designate a representative with inquiry rights only. Complete the following information.

Name \_\_\_\_\_ Title \_\_\_\_\_

B. That this resolution and its authorization shall continue in full force and effect until amended or revoked by the Participant, and until TexPool receives a copy of any such amendment or revocation.

This resolution is hereby introduced and adopted by the Participant at its regular/special meeting held on the 20th day of January, 1998.

**NAME OF PARTICIPANT** Tarrant Regional Water District

BY: George W. Shannon  
Signature  
George Shannon, President

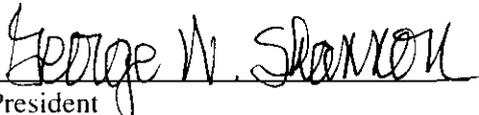
ATTEST Charles Campbell  
Signature  
Charles Campbell, Secretary

14.

A staff report was next presented regarding budget versus actual for the month of November 1997.

15.

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

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary