

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 20th DAY OF AUGUST 2002 AT 9:30 A.M.

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

Present

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

Also present were James M. Oliver, Alan Thomas, Darrell Beason, Ken Brummett, Steve Christian, Wesley Cleveland, Woody Frossard, Nancy King, David Marshall, Wayne Owen, Madeline Robson, Sandy Swinnea, Mike Williams and Mike Witthaus.

Also in attendance was George Christie, legal counsel for the District; Tom Purvis, Elaine Petrus, Steve Berry and Adelaide Leavens of Streams and Valleys; James Toal and Wendy Shabay of Gideon Toal, Inc.; Richard Sawey and Gretchen Williams of Camp, Dresser & McKee, Inc.; Randle Harwood of the City of Fort Worth; David Medanich and Laura Alexander of First Southwest Company; and Joe Dulle of North Main Corridor Oversight Committee.

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

1.

On a motion made by Director Henderson and seconded by Director Sparks, the Directors unanimously voted to approve the minutes from the meetings held July 16 and 19, 2002. It was accordingly ordered that such minutes be placed in the permanent files of the District.

2.

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

3.

With the recommendation of management, Director Sparks moved to proceed with refunding of the Series 1993 Revenue Bonds and add an additional \$60,000,000 of new debt. Director Newby seconded the motion and the vote in favor was unanimous.

4.

The Board of Directors was given a presentation on the Central City Study by representatives of Gideon Toal and Camp Dresser and McKee.

5.

With the recommendation of management, Director Campbell moved to approve a resolution to designate Alan Thomas, Sandra Swinnea and Lisa Gardner as the Investment Officers for the District. Officers are designated 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. Director Newby 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, SANDRA SWINNEA AND LISA GARDNER
TO SERVE AS SAME

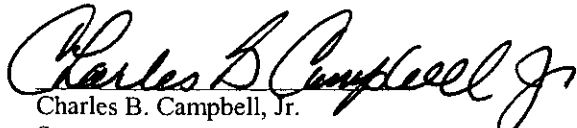
WHEREAS, TARRANT REGIONAL WATER DISTRICT (the District) is a political Subdivision of the state of Texas, created under authority of Article 16, Section 59 of the Texas Constitution: and

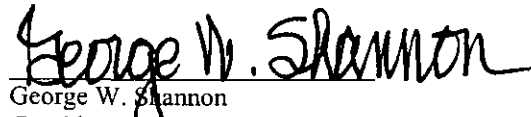
Whereas, the District as a political subdivision of the State of Texas has legal authority to Invest local funds (which are public funds in the custody of the District that are not required by law to be deposited in the state treasury and that the District has legal authority to invest); and

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 to be the District's Investment Officers.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TARRANT REGIONAL WATER DISTRICT THAT effected September 1, 2002 Alan Thomas, Sandra Swinnea and Lisa Gardner 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 _____ day of _____, 2002.


Charles B. Campbell, Jr.
Secretary


George W. Shannon
President

6.

With the recommendation of management, Director Henderson moved to approve a resolution designating Alan Thomas, Sandra Swinnea and Lisa Gardner as "Authorized Representatives" within the meaning of the Agreement as defined below, with full power and authority to: deposit money to and withdraw 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. It is further requested in the resolution that the Personal Identification Number (PIN) be changed when sending the "Amending Resolution" to LOGIC. Director Newby seconded the motion and the vote in favor was unanimous.

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: Alan Thomas

Title: Assistant General Manager

Signature: _____

Printed Name: Sandra Swinnea

Title: Finance Manager

Signature: _____

Printed Name: Lisa Gardner

Title: Accounting 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.

PASSES AND APPROVED this ____ day of _____, 19____.

George W. Shannon By: _____

Printed Name: George Shannon

Title: Board President

ATTEST:

By: _____

Charles Campbell

Printed Name: Charles Campbell

Title: Board Secretary

LOGIC strongly recommends that the Personal Identification Number (PIN) be changed if there is a change in "Authorized Representatives". Please include a request to change the PIN number when sending the "Amending Resolution" to LOGIC.

7.

With the recommendation of management, Director Henderson moved to approve a resolution to designate Robert Alan Thomas, Sandra Swinnea and Lisa M. Gardner as the District's authorized representatives with Texpool. These designated individuals are authorized representatives of Tarrant Regional Water District and are authorized to transmit funds for investment in TexPool. Each designated individual is 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. Director Newby seconded the motion and the vote in favor was unanimous.



**Resolution
Authorizing Participation in Texpool
and
Designating 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 objectives 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 Participant shall enter into a Participation Agreement to establish an account in its name in TexPool, for the purpose of transmitting local funds for investment in TexPool.
- B. That the individuals, whose signatures appear in 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.

ORIGINALS REQUIRED

TEX - ENROLL

List of the authorized representatives of the Participant. These individuals will be issued P.I.N. numbers to transact business via the phone with a Participant Service Representative.

1. Name Robert Alan Thomas Title Assistant General Manager

Phone/Fax/Email (817) 335-2491 / (817) 877-5137 / AThomas@TRWD.com
Signature _____

2. Name Sandra Swinnea Title Finance Manager

Phone/Fax/Email (817) 335-2491 / (817) 877-5137 / SSwinnea@TRWD.com
Signature _____

3. Name Lisa M. Gardner Title Accounting Manager

Phone/Fax/Email (817) 335-2491 / (817) 877-5137 / LGardner@TRWD.com
Signature _____

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

Name: Sandra Swinnea

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.

4. Name N/A Title N/A

Phone/Fax/Email _____
Signature _____

C. 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 day _____, 20____.

NAME OF PARTICIPANT Tarrant Regional Water District

BY: George N. Shannon
Signature

George Shannon
Printed Name

Board President
Title

ATTEST: Charles B. Campbell Jr.
Signature

Charles B. Campbell Jr.
Printed Name

Board Secretary
Title

OFFICIAL SEAL

ORIGINALS REQUIRED

TEX - ENROLL

8.

With the recommendation of management, Director Campbell moved to approve the change order to the Administrative Office Project to include lights along the entrance road leading to the Administrative Office in the amount of \$47,163.54. Funding for this project is included in the FY 2002 General Fund Budget. Director Newby seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Sparks moved to approve the sale of 0.43 acre of land situated in the D. Moses Survey, A-543, Wise County, Texas, the subject tract adjoining Lot 78, Block 3, Unit 2 of Runaway Bay, Wise County, Texas to Mike Moss and wife Reye Nell Moss for the appraised value of \$4,776.00. The deed will be made subject to reservation of all minerals, reservation of flowage easement between 836 ft. m.s.l. and 851 ft. m.s.l., and purchaser's payment of all closing costs. Director Henderson seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management, Director Sparks moved to approve a contract for the Richland-Chambers discharge channel slope protection repair for the low bid of \$272,110 submitted by Craig Olden, Inc. Funding for this project will come from the FY 2002 Revenue Fund Budget. Director Henderson seconded the motion and the vote in favor was unanimous.

11.

With the recommendation of management, Director Henderson moved to approve a contract with Brown and Root for the construction phase of the Richland-Chambers High Capacity Expansion at a cost not to exceed \$1,628,406. Funding for this project is included in the Construction and Improvement Fund. Director Newby seconded the motion and the vote in favor was unanimous.

