

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 30TH DAY OF MARCH 2004 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
Hal S. Sparks III
Brian Newby
Jack R. Stevens

Also present were James M. Oliver, Alan Thomas, Bob Bettis, Ken Brummett, Steve Christian, Wesley Cleveland, Woody Frossard, David Geary, Nancy King, David Marshall, Mark Olson, Wayne Owen, Madeline Robson, Sandra Swinnea, and Amy Wolf.

Also in attendance were George Christie, legal counsel for the District; Rusty Gibson and John Rutledge representing Freese and Nichols; James Toal and Wendy Shabay representing Gideon Toal, Inc.; Richard Sawey, Don Funderlic and Robert Brashear representing Camp, Dresser & McKee, Inc.; Sam Hahn, Mike R. Ellis and Matthew Miller representing PC S&R; and Earl Alexander. 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 meeting held February 17, 2004. 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.

An award was presented to David Geary, Bob Bettis and Richard Ellis by the Parker County Search and Rescue for their continued support of swift water rescue training.

4.

With the recommendation of management, Director Sparks moved to approve a contract with Freese and Nichols, Inc. for final design of the Eagle Mountain Connection Project at a cost not to exceed \$6,582,000. Funding for this contract is included in the 2002 Bond Issue. Director Henderson seconded the motion and the vote in favor was unanimous.

5.

With the recommendation of management, Director Newby moved to approve a contract for architectural/urban design services for Trinity Point (formerly known as Trinity River Vision) with Gideon Toal, Inc., in conjunction with Bing Thom Architects, Inc. in the amount of \$1,730,000; and with Camp, Dresser, and McKee for engineering in the amount of \$7,130,000 for a total amount of \$8,860,000. Funding for this contract will come from the following sources: the 2004 and 2005 TRWD budget, City and County – TIF estimates for 2004 and 2005 and Federal – EDI Appropriated Funds for 2003 and 2004. Director Henderson seconded the motion and the vote in favor was unanimous.

6.

The President and presiding officer next called an executive session at 10:33 a.m. under Chapter 551.072 of the Government Code to consider real property issues - Eagle Mountain Connection right-of-way and purchase of property at Waxahachie.

7.

Upon completion of the executive session at 10:55 a.m., the President reopened the meeting.

8.

With the recommendation of management, Director Henderson moved to approve the purchase of residential property necessary for future expansion of the Waxahachie Pump Station from Dale La Forest Wagner and wife, Mary Wagner for the negotiated purchase price of \$112,000:

2308 North Highway 77, Waxahachie, Texas 75165, being all of that certain 0.5754 Acre lot or parcel of land lying in the James Starrett Survey, A-1024, Ellis County, Texas, and being further described in a deed recorded in Volume 872, Page 0875 of the Deed Records of Ellis County, Texas.

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction. Funding for this purchase is included in the 2002 Bond Issue. Director Sparks seconded the motion and the vote in favor was unanimous.

9.

The agenda item regarding the acquisition of a tract of land in the West 20 Business Park Addition for the Eagle Mountain Connection Project was tabled.

10.

With the recommendation of management, Director Henderson moved to approve the purchase of easements necessary for the construction of the Eagle Mountain Connection Project from First Assembly of God Church, Inc. for the negotiated purchase price of \$82,000:

0.969-acre (42,204 sq. ft.) permanent easement and approximately 0.323-acre (14,068 sq. ft.) temporary construction easement, out of the Edward Taylor Survey, A-1560, Tarrant County, Texas, being a portion of that certain tract of land as described by deed to First Assembly of God Church, Inc. as recorded in Volume 14820, Page 221, Deed Records, Tarrant County, Texas.

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction. Funding for this purchase is included in the 2002 Bond Issue. Director Newby seconded the motion and the vote in favor was unanimous.

11.

With the recommendation of management, Director Henderson moved to approve the purchase of easements necessary for the construction of the Eagle Mountain Connection Project from Trinity Hills Baptist Church for the negotiated purchase price of \$27,500:

0.400 acre (17,428 sq. ft.) in permanent easement and approximately 0.076 acre (3,300 sq. ft.) in temporary construction easement, being a portion of Lot A, Block 2, Trail Ridge Subdivision, Tarrant County, Texas.

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction. Funding for this purchase is included in the 2002 Bond Issue. Director Stevens seconded the motion and the vote in favor was unanimous.

12.

With the recommendation of management, Director Henderson moved to approve a resolution authorizing the purchase of easements necessary for the construction of the Eagle Mountain Connection Project from Whitestone Ranch, LTD., a Texas Limited Partnership for the total appraised value of \$89,891. Should owner of such land decline to accept the authorized purchase offer, staff is granted authority to commence eminent domain proceedings:

0.766 acre (33,370 sq. ft.) in permanent easement and approximately 0.255 acre (11,124 sq. ft.) in temporary construction easement, being a portion of a 7.21 acre tract of land out of the E. Taylor Survey, A-1560, Tarrant County, Texas.

RESOLUTION FOR THE BOARD OF DIRECTORS

With the recommendation of management, Director Henderson moved to authorize the commencement of eminent domain proceedings to acquire 0.766 acre (33,370 sq. ft.) in permanent easement and approximately 0.255 acre (11,124 sq. ft.) in temporary construction easement, being a portion of a 7.21 acre tract of land out of the E. Taylor Survey, A-1560, Tarrant County, Texas from Whitestone Ranch, LTD., a Texas Limited Partnership (such lands being determined by management and the Board to be necessary to construct the Eagle Mountain Connection Pipeline), if the owner of such land declines to accept the Board-authorized purchase offer of \$89,891.00. Further, R. Steve Christian is granted authority to execute all documents necessary to acquire this land, whether by eminent domain or by purchase. Director Sparks seconded the motion and the vote in favor was unanimous.

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction. Funding for this purchase is included in the 2002 Bond Issue. Director Sparks seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management, Director Henderson moved to approve a resolution authorizing the purchase of easements necessary for the construction of the Eagle Mountain Connection Project from Clyde W. Wilmott for the total appraised value of \$289,225. Should owner of such land decline to accept the authorized purchase offer, staff is granted authority to commence eminent domain proceedings:

2.932 acres (127,726 sq. ft.) in permanent easement and approximately 0.93 acre (40,530 sq. ft.) in temporary construction easement, out of the Edward Taylor Survey, A-1560, being a portion of that certain tract of land as described by deed to Clyde W. Wilmott, and being the residue of Tract II as recorded in Volume 11947, Deed Records, Tarrant County.

RESOLUTION FOR THE BOARD OF DIRECTORS

With the recommendation of management, Director Henderson moved to authorize the commencement of eminent domain proceedings to acquire 2.932 acres (127,726 sq. ft.) in permanent easement and approximately 0.93 acre (40,530 sq. ft.) in temporary construction easement, out of the Edward Taylor Survey, A-1560, being a portion of that certain tract of land as described by deed to Clyde W. Wilmott, and being the residue of Tract II as recorded in Volume 11947, Deed Records, Tarrant County, Texas, from Clyde W. Wilmott (such lands being determined by management and the Board to be necessary to construct the Eagle Mountain Connection Pipeline), if the owner of such land declines to accept the Board-authorized purchase offer of \$289,225.00. Further, R. Steve Christian is granted authority to execute all documents necessary to acquire this land, whether by eminent domain or by purchase. Director Stevens seconded the motion and the vote in favor was unanimous.

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction. Funding for this purchase is included in the 2002 Bond Issue. Director Stevens seconded the motion and the vote in favor was unanimous.

With the recommendation of management, Director Sparks moved to approve the District consent to sell a total of twenty-seven (27) foreclosure properties listed below and held in trust by the City of Fort Worth to the Lake Como Area Council and the Fort Worth Housing Finance Corporation at below market value, judgment amount or taxes due, for the development of low to moderate income housing:

List of Properties & Sales Price for Proposed Sale to Lake Como Area Council:

1. 5300 Humbert Ave.	\$4,320.00
2. 5608 Blackmore Ave.	\$ 770.00
3. 5528 Blackmore Ave.	\$1,981.00
4. 5324 Farnsworth Ave.	\$1,464.00
5. 5309 Farnsworth Ave.	\$1,151.00
6. 5329 Houghton Ave.	\$1,024.00
7. 5600 Humbert Ave.	\$1,495.00
8. 5129 Libbey Ave.	\$2,864.00
9. 5929 Wellesley Ave.	\$1,310.00
Total:	\$16,379.00

Back taxes, with penalties and interest, owed to all taxing entities on these nine (9) properties total over \$40,800. TAD currently lists the total value of the (9) properties at \$62,600. The District has been requested to give its consent to the sale of the properties, and to accept as payment of taxes owed a proportional share of the proceeds of the sale of the properties remaining after applicable court costs and fees are deducted.

List of Properties & Sales Price for Proposed Sale to Ft. Worth Housing Finance Corp.

1. 2616 1 st Street (E)	\$1,429.00	10. 2600 Marlin	\$ 606.00
2. 5220 Anderson St.	\$1,296.00	11. 2709 Marlin	\$ 1,081.00
3. 1217 Annie St. (E)	\$1,231.00	12. 5212 Pinson	\$ 1,413.00
4. 2705 Berryhill	\$1,031.00	13. 904 Stella St. (E)	\$ 674.00
5. 1008 Bessie St.	\$1,382.00	14. 5401 Turner St.	\$ 3,113.00
6. 5420 Chariot Dr.	\$1,745.00	15. 5233 Velma Dr .	\$. 993.75
7. 2612 Chenault St.	\$ 719.00	16. 5237 Velma Dr.	\$ 993.75
8. 2808 Dillard St.	\$ 544.32	17. 2514 Willspoint Ct.	\$ 508.00
9. 3012 Dillard St.	\$1,587.00	18. 5401 E. Berry St. (E)	\$15,180.60
Total:	\$35,527.42		

Back taxes, with penalties and interest, owed to all taxing entities on these eighteen (18) properties total over \$176,000. TAD currently lists the total value of the (18) properties at \$133,138. The District has been requested to give its consent to the sale of the properties, and to accept as payment of taxes owed a proportional share of the proceeds of the sale of the properties remaining after applicable court costs and fees are deducted.

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction. Director Newby seconded the motion and the vote in favor was unanimous.

15.

With the recommendation of management, Director Newby moved to approve a surface use agreement with Antero Resources I, LP for two (2) drill sites in the W. G. King Survey, A-900 located north of Indian Creek at Eagle Mountain Lake. This is a surface use agreement only and no Tarrant Regional Water District minerals will be produced from the subject land. In addition, Ken Brummett is granted authority to execute all documents necessary to complete this transaction. Director Henderson seconded the motion and the vote in favor was unanimous.

16.

a. With the recommendation of management, Director Sparks moved to approve Change Order Number 2 for the Richland-Chambers Lake Pump Station Medium Voltage Feeder Conductor Supply and Installation work performed by Archer Western and WHF Electric in the amount of \$161,845.42. Funding for this increase is included in the 2002 Bond Issue. Director Henderson seconded the motion and the vote in favor was unanimous.

b. With the recommendation of management, Director Henderson moved to approve Change Order Number 3 for the Richland-Chambers Booster Pump Station Medium Voltage Feeder Conductor extension work performed by Archer Western and WHF Electric in the amount of \$29,073.29. Funding for this increase is included in the 2002 Bond Issue. Director Stevens seconded the motion and the vote in favor was unanimous.

c. With the recommendation of management, Director Sparks moved to approve Change Order Number 4 for the Richland-Chambers Booster Pump Station tank and suction header pipe clean out work performed by Archer Western in the amount of \$14,892.96. Funding for this increase is included in the 2002 Bond Issue. Director Henderson seconded the motion and the vote in favor was unanimous.

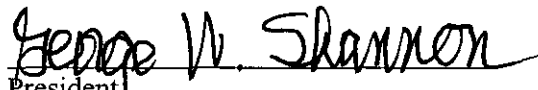
d. With the recommendation of management, Director Sparks moved to approve Change Order Number 5 for RC2 and RC3 Booster Pump Station header pipe bedding and backfill modification work performed by Archer Western in the amount of \$70,535.83. Funding for this increase is included in the 2002 Bond Issue. Director Henderson seconded the motion and the vote in favor was unanimous.

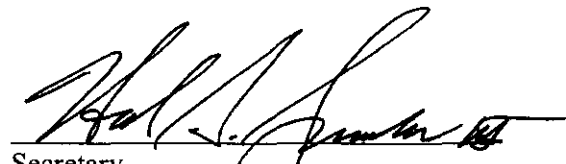
17.

The Board viewed the quarterly video update.

18.

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


President


Secretary