

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
TARRANT REGIONAL WATER DISTRICT  
HELD ON THE 20th DAY OF APRIL 1999 AT 9:30 A.M.

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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, Ken Brummett, Steve Christian, Wesley Cleveland, Leroy Cook, Nancy L. King, David Marshall, Wayne Owen, Sandy Swinnea, Louie Verreault, Mike Williams, and Mike Witthaus.

Also in attendance was George Christie, legal counsel for the District; J. R. Kimball; and David Medanich representing First Southwest Company.

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 Campbell and seconded by Director Henderson, the Directors unanimously voted to approve the minutes from the meeting held March 23, 1999. 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 Campbell moved to approve a contract with Deloitte & Touche for audit service for fiscal years 1999 through 2003. Director Henderson seconded the motion and the vote in favor was unanimous.

4.

With the recommendation of management, Director Newby moved to approve the Restatement of the Annual Financial Report by the District's auditors, Ernst & Young, LLP. Director Sparks seconded the motion and the vote in favor was unanimous.

5.

With the recommendation of management, Director Henderson moved to adopt the resolution authorizing Notice of Sale of Series 1999 Water Revenue Refunding and Improvement Bonds. Director Sparks seconded the motion and the vote in favor was unanimous.

RESOLUTION AUTHORIZING NOTICE OF SALE OF TARRANT REGIONAL  
WATER DISTRICT WATER REVENUE REFUNDING AND IMPROVEMENT  
BONDS, SERIES 1999, AND OTHER MATTERS RELATING THERETO

THE STATE OF TEXAS  
COUNTY OF TARRANT  
TARRANT REGIONAL WATER DISTRICT,  
A WATER CONTROL AND IMPROVEMENT DISTRICT

WHEREAS, the Board of Directors of said District has determined that it is advisable to authorize for public sale the District's Water Revenue Refunding and Improvement Bonds, Series 1999, in the principal amount of \$22,725,000; and

WHEREAS, it is hereby officially found and determined: that the passage of the Resolution authorizing Notice of Sale is in the public interest; and that said meeting was open to the public, and public notice of the time, place, and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TARRANT REGIONAL WATER DISTRICT, A WATER CONTROL AND IMPROVEMENT DISTRICT:

1. That the Board does hereby deem it advisable to offer the District's bonds at public sale on May 18, 1999, at the main office of the District at 800 East North Side Drive, Fort Worth, Texas.

2. That a copy of the Notice of Sale, substantially in the form attached hereto, shall be published in a newspaper of general circulation in Tarrant County, being the County in which the District is located, at least 10 days before the date of sale of such bonds, and the Notice of Sale shall also be published one time in the Texas Bond Reporter, a financial publication of general circulation in the State of Texas, one time prior to the date of the sale of such bonds.

3. That the proofs of the "Notice of Sale and Bidding Instructions", and "Official Bid Form" are hereby approved.

4. That the officers, consultants and employees of the District are hereby instructed to do any and all things necessary in order to accomplish the sale of bonds.

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6.

With the recommendation of management, Director Sparks moved to approve the execution of a Quit Claim Deed and Release of Judgment to correct the Sheriff's Deed dated November 6, 1984, recorded in volume 8016 at page 477, Deed Records, Tarrant County, Texas. In addition, James M. Oliver shall be authorized to execute this agreement. Director Henderson seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Henderson moved to authorize the sale of Lot 131, Block 1, Water Board's Subdivision, Henderson County, Texas for the appraised value of \$2,500 to E.O. "Bud" Ashton. In addition, R. Steve Christian shall be granted authority to execute all documents necessary to complete this transaction. Director Campbell seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Henderson moved to authorize the sale of 32.4 square feet of land, more or less, out of the Thomas Mitchell Survey, A-488, Henderson County, Texas and being part of Tarrant Regional Water District property located on Cedar Creek Lake and being adjacent to Lot 39, Block 8 of Trade Winds Addition, the plat thereof being recorded in Volume 2, Page 67 and Cabinet A, Slide 157 of the Plat Records of

Henderson County, Texas for the appraised value of \$138 to the adjoining owners, James E. Millican and wife, Valerie J. Millican. In addition, R. Steve Christian shall be granted authority to execute all documents necessary to complete this transaction. Director Sparks seconded the motion and the vote in favor was unanimous.

9.

With the recommendation from management, Director Sparks moved to authorize the sale of 193 square feet, more or less, out of the G. Chavanno Survey, A-132, Henderson County, Texas and being part of Tarrant Regional Water District property located on Cedar Creek Lake and being adjacent to Lot 106 of Cherokee Shores, Section D, the plat thereof being recorded in Cabinet D, Slide 23 of the Plat Records of Henderson County, Texas for the appraised value of \$434.25 to the adjoining owners, David Meeks and wife, Shirley Meeks. In addition, R. Steve Christian shall be granted authority to execute all documents necessary to complete this transaction. Director Henderson seconded the motion and the vote in favor was unanimous.

10.

With the recommendation from management, Director Sparks moved to authorize the execution of an agreement to modify the restrictive covenant placed on 3.39 acres of land being a portion of the J. Foster Survey, A-511, Tarrant County, Texas, sold to Dale White, by T.C.W.C.I.D. #1 in that certain Special Warranty Deed dated October 25, 1988, recorded in Volume 09425, Page 1135, Real Property Records, Tarrant County, Texas. In addition, R. Steve Christian shall be granted authority to execute all documents necessary to complete this transaction. Director Henderson seconded the motion and the vote was in favor with Director Campbell voting no.

11.

With the recommendation of management, Director Sparks moved to approve a contract with MAS-TEK Engineering & Associates to install two (2) inclinometers and two (2)

piezometers in the embankment section at Richland-Chambers dam for a total cost not to exceed \$20,000. Funding for this project will come from the Construction Fund. Director Campbell seconded the motion and the vote in favor was unanimous.

12.

With the recommendation of management, Director Henderson moved to accept the proposal by Halff Associates to assist with the District's flood modeling effort at a cost not to exceed \$30,000. Funding for this project is included in the Fiscal Year 1999 General Fund Budget. Director Newby seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management, Director Sparks moved to approve Change Order 009 to Martin K. Eby Construction Company for a reduction in the contract total in the amount of \$108,429.15 on the Benbrook Pump Station Contract. Funding for this project is included in the Benbrook Construction Fund. Director Henderson seconded the motion and the vote in favor was unanimous.

14.

With the recommendation of management, Director Sparks moved to approve Change Order 010 to Martin K. Eby Construction Company for an increase in the contact total in the amount of \$71,751.54 on the Benbrook Pump Station Contract. Funding for this project is included in the Benbrook Construction Fund. Director Henderson seconded the motion and the vote in favor was unanimous.

15.

With the recommendation of management, Director Henderson moved to approve Change Order 011 to Martin K. Eby Construction Company for the amount of \$22,066.87 to compensate Martin K. Eby for tax on rental equipment. Funding for this project is included in the Benbrook Construction Fund. Director Newby seconded the motion and the vote in favor was unanimous.

16.

A staff report was next given to update the Board on upgrading the Flood Monitoring Network. Additionally, the Board was updated on pending legislation.

17.

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

George N. Shannon  
President

[Handwritten Signature]  
Secretary