

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TRINITY RIVER VISION AUTHORITY ("TRVA")
HELD ON THE 23rd DAY OF JULY, 2008 AT 2:00 P.M.**

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

Present
G.K. Maenius
Dale Fisseler
Jim Oliver
Elaine Petrus
Victor Henderson

Also in attendance were: J.D. Granger, Steve Christian, Sandy Swinnea, Woody Frossard, Lisa Cabrera, Shanna Cate and Laura Mayberry of TRVA; Adelaide Leavens representing Streams and Valleys, Inc.; Randle Harwood representing the City of Fort Worth; Lisa McMillan representing Tarrant County; Ann Scruggs of Pinnacle Consulting Management, Inc.; Lee Christie and Jared Harrell of Pope, Hardwicke, Christie, Schell, Kelly & Ray, L.L.P.; Laura Alexander of First Southwest; Max B. Baker of the *Fort Worth Star-Telegram*; and Casey Fields of Chesapeake Energy.

I. Call to Order

President Maenius convened the meeting at 2:10 P.M. with the assurance that a quorum was present and all requirements of the Texas Open Meetings Act had been met.

II. Public Comment

Shanna Cate (Special Projects Manager, TRVA), announced that a "Clearing the Way" kick-off event will be held at 8:30 on Monday, July 28th at the Sims Motel, 901 Henderson Street, Fort Worth, Texas. This event will begin the TRV construction process with the demolition of the first building in the path of the bypass channel. The TRVA Directors were invited to attend this event.

III. Action Items

A1.

On a motion made by Director Oliver and seconded by Director Fisseler, the Directors unanimously voted to approve the minutes from the meeting held June 11, 2008.

A2.

With the recommendation of Sandy Swinnea (Chief Financial Officer, TRVA), Director Henderson moved to receive and file the TRVA Finance Report. The motion was seconded by Director Oliver and the vote in favor was unanimous.

A3.

With the recommendation of Sandy Swinnea, Director Petrus moved to receive and file the TRV-Central City Finance Report. The motion was seconded by Director Oliver and the vote in favor was unanimous.

A4.

With the recommendation of Sandy Swinnea, Director Henderson moved to approve the TRVA Fiscal Year 2009 budget, subject to the final approval of the board of directors of the Tarrant Regional Water District. The motion was seconded by Director Oliver and the vote in favor was unanimous.

A5.

With the recommendation of Shanna Cate, Director Oliver moved to receive and file the quarterly Fair Contracting Report. The motion was seconded by Director Petrus and the vote in favor was unanimous.

A8.

With the recommendation of counsel, Director Henderson moved to publicly accept the cash donations received by TRVA, a resolution of which is attached hereto as Exhibit "1." The motion was seconded by Director Oliver and the vote in favor was unanimous.

IV. Discussion Items

D1.

Woody Frossard (Project Manager, TRVA) presented an update on the progress of the Project Management Plan which is currently under development by Freese and Nichols, Inc. Mr. Frossard reported that a schedule has been developed, cost loaded, and financial modeling is now underway. The financial model will allow the inflation rate to be applied by year throughout the life of the project.

Additionally, coordination meetings continue to be held with municipal and franchise utility companies for refinement of the utility components of the Project Management Plan. The final Project Management Plan document is currently being drafted and will describe the methodology for implementation and management of the project.

D2.

J.D. Granger (Executive Director, TRVA) announced that the projections for Tax Increment Investment Zone No. 9 are being updated as requested by the Board. The original projections are being updated based on new construction and planned developments within the zone. Jay Chapa, Deputy Director of Economic and Community Development for the City of Fort Worth, will be presenting the progress on this study at the next TRVA Board meeting.

V. Executive Session

President Maenius next called an executive session at 3:07 P.M. under Section 551.072 of the Texas Government Code to deliberate the purchase or value of real property. The executive session concluded, and President Maenius reconvened the regular session at 3:30 P.M., noting that a quorum was present.

A6.

With the recommendation of Steve Christian, (Real Property Director, TRVA), Director Henderson moved to recommend approval of the acquisition of certain real property located at 2005 White Settlement Road, Fort Worth, Tarrant County, Texas by the board of directors of the Tarrant Regional Water District for the TRV-Central City Project at the negotiated purchase price, a resolution of which is attached hereto as Exhibit "2." The motion was seconded by Director Fisseler and the vote in favor was unanimous.

A7.

With the recommendation of Steve Christian, Director Oliver moved to recommend approval of the acquisition of certain real property located at 337 Greenleaf Street, Fort Worth, Tarrant County, Texas by the board of directors of the Tarrant Regional Water District for the TRV-Central City Project at the

negotiated purchase price, a resolution of which is attached hereto as Exhibit "3." The motion was seconded by Director Petrus and the vote in favor was unanimous.

D3.

The Board noted that the next meeting of TRVA is scheduled for 2:00 P.M. on Wednesday, August 6, 2008 at the Tarrant Regional Water District Administration Building, 800 E. North Side Drive, Fort Worth, Texas.

VI. Adjourn

There being no further business before the Board of Directors, the meeting was adjourned at 3:32 P.M.

President

Secretary

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
TRINITY RIVER VISION AUTHORITY**

The Board of Directors of Trinity River Vision Authority ("TRVA"), a Texas nonprofit corporation created pursuant to Chapter 1363, Section 5, Acts of the 79th Texas Legislature, Regular Session, 2005, adopted the following action and resolution by unanimous vote at its meeting held on the 23rd day of July, 2008:

WHEREAS, TRVA is a nonprofit corporation which qualifies as a governmental "political subdivision" under Section 170(c)(1) of the Internal Revenue Code; and

WHEREAS, donations to TRVA may qualify as taxable deductions under Section 170(a) of the Internal Revenue Code; and

WHEREAS, certain donors have made cash donations to TRVA in the amounts listed below; and

WHEREAS, TRVA has not provided any goods or services in consideration of such donations and such donations will be used for exclusively public purposes; and

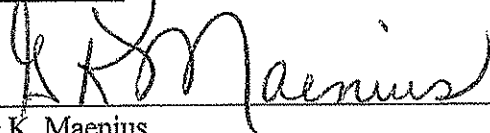
WHEREAS, the Board of Directors has determined that it is in the best interests of TRVA to publicly accept such donations; now, therefore, be it

RESOLVED, that TRVA formally accepts the following cash donations:

<u>Donor</u>	<u>Amount</u>
Hahnfeld, Giordano, Cocanower, LLC	\$5,000.00
First Horizon	\$5,000.00
Freese and Nichols, Inc.	\$5,000.00
Kimley-Horn and Associates, Inc.	\$6,000.00
Camp Dresser McKee, Inc.	\$5,000.00


IN WITNESS WHEREOF, the undersigned have set their hand hereunto, effective the 23rd day of July, 2008.

ADOPTED:



G.K. Maenius
President

ATTEST:



J.D. Granger
Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
TRINITY RIVER VISION AUTHORITY**

WHEREAS, the Board of Directors of the Trinity River Vision Authority ("TRVA") has determined that the Trinity River Vision – Central City Project (the "Project"), a public works project intended to enhance water and flood control on the Central City segment of the West Fork Trinity River and Clear Fork Trinity River, will facilitate water and flood control, promote recreation, conserve and develop the natural resources of this state, and will control, store, preserve, develop and distribute storm and flood waters within the geographical boundaries of the Tarrant Regional Water District;

WHEREAS, the Board of Directors of TRVA has determined that in order to fulfill the public purposes aforesaid, it will be necessary to acquire certain interests in real property, and to relocate certain personal property, in order to facilitate the construction of the Project, including public transportation improvements and modifications necessary to accommodate the Project;

WHEREAS, the Board of Directors of TRVA has determined that it is reasonable, necessary, and appropriate to acquire the following interest in real estate which the Board of Directors of TRVA has determined is necessary for the Project (the "Property"):

Fee simple title to the surface estate only of approximately 0.316 acres of land, including improvements, being (i) Lots 2 and 3, Block 14, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 310, Page 18, Plat Records of Tarrant County, Texas, and further being described in a deed to 2005 White Settlement Road, L.L.C., recorded as Document No. D205084070, Deed Records, Tarrant County, Texas and (ii) a portion of a ten foot (10') alley closed by City Ordinance No. 6825 recorded in Volume 6265, Page 653, Deed Records, Tarrant County, Texas and amended in Volume 7899, Page 2127, Deed Records, Tarrant County, Texas, and as further described on the survey plat attached hereto as Exhibit "A."

WHEREAS, the Board of Directors of TRVA has determined that the negotiated purchase price is reasonable and necessary for the acquisition of said Property; and

WHEREAS, the Board of Directors of TRVA has determined that the staff of TRVA should be authorized to take all steps as may be reasonable and necessary to facilitate acquisition of the above-described Property for the Project, with title to be held in the name of the Tarrant Regional Water District.

NOW, THEREFORE, it is hereby

RESOLVED, that the foregoing recitals are adopted as resolutions of the Board of Directors of TRVA as if fully set forth herein;

FURTHER RESOLVED, that R. Steve Christian, Real Property Director, and the staff of TRVA should be, and are hereby, authorized to take all steps which are reasonably necessary to complete the acquisition of the above-described Property for the purchase price aforesaid, and in connection therewith to pay all reasonable and necessary closing and related costs incurred with such acquisition; and

FURTHER RESOLVED, that the Board of Directors of TRVA recommends approval of the acquisition of the Property by the Board of Directors of the Tarrant Regional Water District.

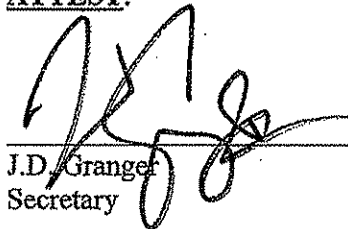
IN WITNESS WHEREOF, the undersigned have set their hand hereunto, effective the 23rd day of July, 2008.

ADOPTED:



G.K. Maenius
President

ATTEST:



J.D. Granger
Secretary

LEGAL DESCRIPTION

BEING Lots 2 and 3, Block 14, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, recorded in Volume 310, Page 18, Plat Records, Tarrant County Texas (P.R.T.C.T.), and further being a tract of land described in a deed to 2005 WHITE SETTLEMENT ROAD, LLC, recorded in Document No. D205084070, Deed Records, Tarrant County, Texas (D.R.T.C.T.) and a portion of a 10 foot alley closed by City Ordinance No. 6825 recorded in Volume 6265, Page 653, and amended in Volume 7899, Page 2127, D.R.T.C.T.; said tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a "X" in concrete found (control monument) being the Northwest corner of said Lot 3 and the Northeast corner of Lot 5R, Block 14, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, recorded in Volume 388-71, Page 197, P.R.T.C.T., on the South right-of-way line of White Settlement Road (a variable width R.O.W.);

THENCE South 89 degrees 42 minutes 16 seconds East along said South right-of-way line and the North line of said Lots 3 and 2, a distance of 100.01 feet to a "X" in concrete found (control monument) being the Northeast corner of said Lot 2 and the Northwest corner of Lot 1 of said addition;

THENCE South 00 degrees 15 minutes 38 seconds West along the common line between said Lots 1 and 2, a distance of 136.03 feet to a 1/2 inch iron rod found being the Southeast corner of said Lot 2 and the Southwest corner of said Lot 1 on the North line of a 10 foot alley;

THENCE North 89 degrees 42 minutes 16 seconds West along the South line of said Lots 2 and 3 and said North line of alley, a distance of 70.17 feet to a 5/8 inch capped iron rod stamped Transystems set being the Northeast corner of the portion of alley closed by City Ordinance No. 6825;

THENCE South 00 degrees 14 minutes 42 seconds West along the East line of said portion of closed alley, a distance of 5.00 feet to a 5/8 inch capped iron rod stamped Transystems set being a Northeasterly ell corner of said Lot 5R;

THENCE North 89 degrees 42 minutes 16 seconds West along a Northerly line of said Lot 5R and the centerline of said closed alley a distance of 29.80 feet to a "X" in concrete set being a Easterly ell corner of said Lot 5R;

THENCE North 00 degrees 14 minutes 42 seconds East along the East line of said Lot 5R and the West line of said Lot 3, a distance of 141.03 feet to the POINT OF BEGINNING and containing 13,751 Square Feet or 0.316 Acre of Land.

Note: Survey sketch to accompany this legal description.

Note: Basis of bearing = NAD 83 Texas North Central Zone (4202).

Note: Coordinates shown are surface coordinates based on NAD 83 Texas North Central Zone (4202) with an adjustment factor of 1.0001375289116

I do hereby certify on this 24th day of April, 2007, that a survey was made on the ground as per the field notes shown on this survey and is true and correct according to the standards of the Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey, and accurate as to the boundaries and areas of the subject property and the size, location and type of buildings and improvements located within five (5) feet of said boundaries, if any, and shows the location of all visible easements and rights-of-way and the rights-of-way, easements, and other matters of record as listed in Schedule B of the Commitment for Title Issued by Chicago Title Insurance Company, Dated February 7, 2007, GF# FT2HS-99807000031 affecting the subject property, and the location of all curb cuts and driveways, if any.

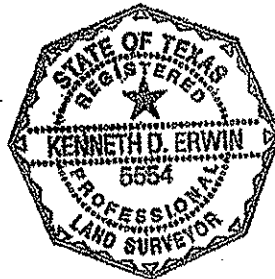
Except as shown on the survey: (i) there are no visible encroachments upon the subject property by visible improvements on adjacent property, (ii) there are no visible encroachments on adjacent property, streets or alleys by any visible improvements on the subject property, and (iii) there are no visible conflicts or discrepancies.

The subject property abuts White Settlement Road, a variable width right-of-way, which provides apparent access to and from the subject property.

This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey.

By: TranSystems

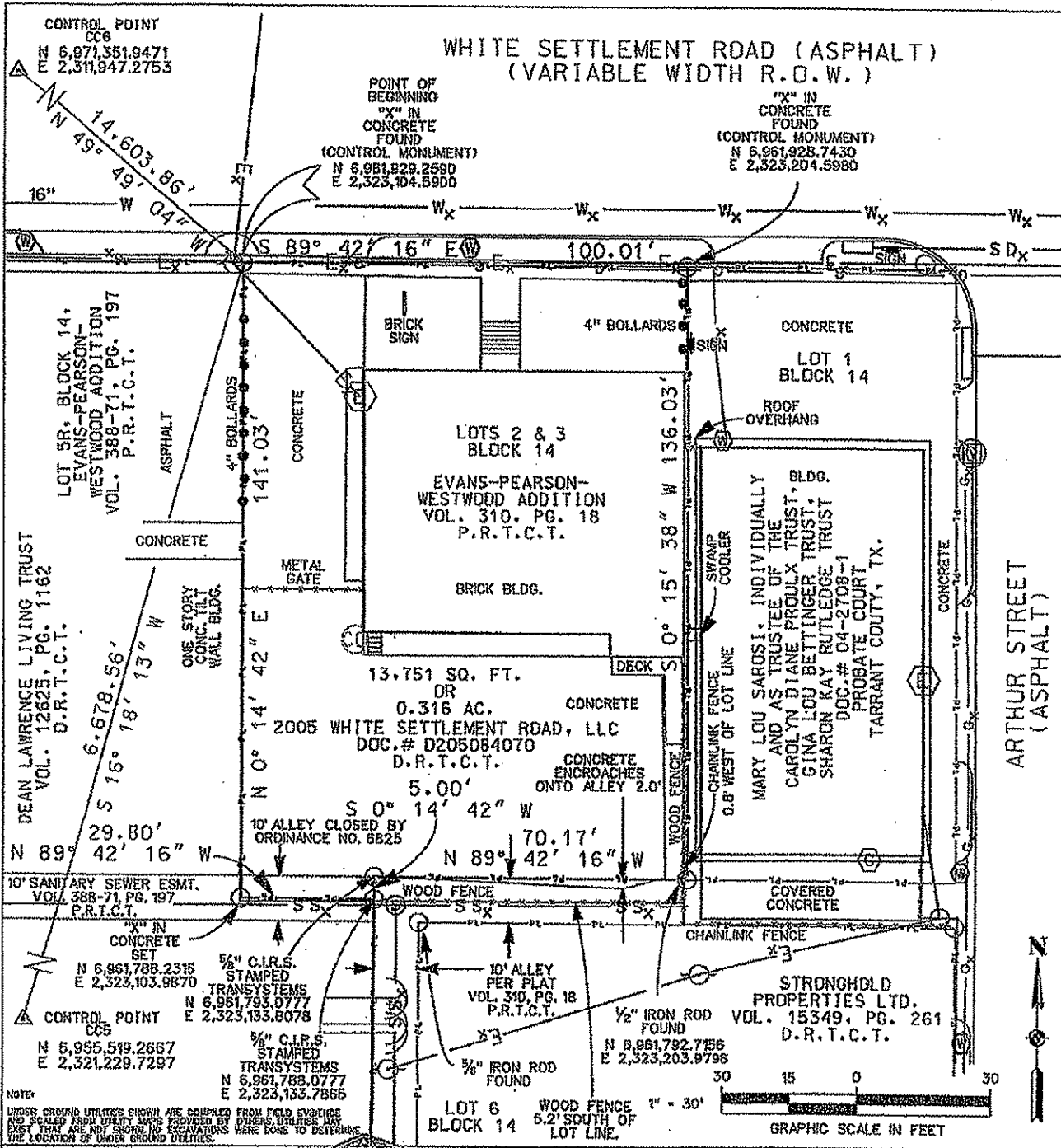
Kenneth D. Erwin
Kenneth D. Erwin
Registered Professional Land Surveyor
No. 5554



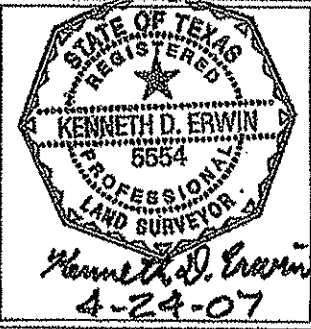
Dated: 4-24-07

SCHEDULE B TITLE COMMITMENT DATA
As per Title Commitment GF No. FT2HS-99807000031
Effective Date February 7, 2007
Issued February 26, 2007

11. Title to all the coal, lignite, oil, gas and other minerals in, under and that may be produced from the land, together with all rights, privileges and immunities relating thereto. (Surveyor has no opinion)



Trans Systems
 500 W. 7TH ST., SUITE 1100
 FORT WORTH, TEXAS 76102
 817-339-8850
 FAX 817-336-2247
 PROJ NO: P202 D5 D524
 SCALE: 30
 DATE: 4-24-07
 DESIGNED BY:
 DRAWN BY: K.D.E.
 CHECKED BY: D.L.D.
 FILE NAME: P145_V-PB0007.DGN
 REVISED:



SHEET TITLE
 LAND TITLE SURVEY
 2005 WHITE SETTLEMENT ROAD LLC
 PARCEL #143

PROJECT
 TRINITY RIVER VISION

NOTE: COORDINATES SHOWN ARE SURFACE COORDINATES BASED ON NAD 83 TEXAS NORTH CENTRAL ZONE (4202) WITH AN ADJUSTMENT FACTOR OF 1.0001375289116

PG. 4 of 4

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
TRINITY RIVER VISION AUTHORITY**

WHEREAS, the Board of Directors of the Trinity River Vision Authority ("TRVA") has determined that the Trinity River Vision – Central City Project (the "Project"), a public works project intended to enhance water and flood control on the Central City segment of the West Fork Trinity River and Clear Fork Trinity River, will facilitate water and flood control, promote recreation, conserve and develop the natural resources of this state, and will control, store, preserve, develop and distribute storm and flood waters within the geographical boundaries of the Tarrant Regional Water District;

WHEREAS, the Board of Directors of TRVA has determined that in order to fulfill the public purposes aforesaid, it will be necessary to acquire certain interests in real property, and to relocate certain personal property, in order to facilitate the construction of the Project, including public transportation improvements and modifications necessary to accommodate the Project;

WHEREAS, the Board of Directors of TRVA has determined that it is reasonable, necessary, and appropriate to acquire the following interest in real estate which the Board of Directors of TRVA has determined is necessary for the Project (the "Property"):

Fee simple title to the surface estate only of approximately 0.597 acres of land, including improvements, being Lots 11, 12, 13, and 14, Block 15, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 310, Page 18, Plat Records of Tarrant County, Texas, and further being described in a deed to Greenleaf Wholesale Florist, Inc., recorded in Volume 17426, Page 104, Deed Records, Tarrant County, Texas, and as further described on the survey plat attached hereto as Exhibit "A."

WHEREAS, the Board of Directors of TRVA has determined that the negotiated purchase price is reasonable and necessary for the acquisition of said Property; and

WHEREAS, the Board of Directors of TRVA has determined that the staff of TRVA should be authorized to take all steps as may be reasonable and necessary to facilitate acquisition of the above-described Property for the Project, with title to be held in the name of the Tarrant Regional Water District.

NOW, THEREFORE, it is hereby

RESOLVED, that the foregoing recitals are adopted as resolutions of the Board of Directors of TRVA as if fully set forth herein;

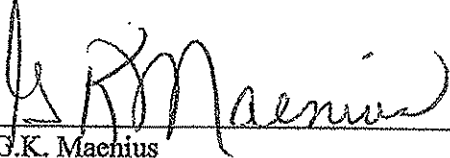
FURTHER RESOLVED, that R. Steve Christian, Real Property Director, and the staff of TRVA should be, and are hereby, authorized to take all steps which are reasonably necessary to complete the acquisition of the above-described

Property for the purchase price aforesaid, and in connection therewith to pay all reasonable and necessary closing and related costs incurred with such acquisition; and

FURTHER RESOLVED, that the Board of Directors of TRVA recommends approval of the acquisition of the Property by the Board of Directors of the Tarrant Regional Water District.

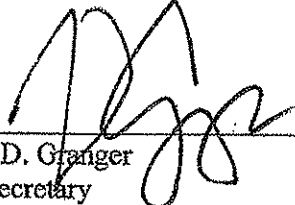
IN WITNESS WHEREOF, the undersigned have set their hand hereunto, effective the 23rd day of July, 2008.

ADOPTED:



G.K. Maenius
President

ATTEST:



J.D. Granger
Secretary

**LEGAL DESCRIPTION
PARCEL 175
GREENLEAF WHOLESALE FLORIST, INC.**

BEING all of that same tract of land conveyed to Greenleaf Wholesale Florist, Inc. by special warranty deed as recorded in Volume 17426, Page 104 of the Deed Records of Tarrant County, Texas (D.R.T.C.T.), said tract also being Lots 11 thru 14, Block 15, Evans-Pearson-Westwood Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 310, Page 18 of the Plat Records of Tarrant County, Texas (P.R.T.C.T.), said lots being herein more particularly described by metes and bounds as follows:

BEGINNING at a "X" scribed in concrete set at the southwest corner of the said Lot 11, said beginning point being at the intersection of the north right-of-way line of Dakota Street (being a 50' right-of-way) with the east right-of-way line of Greenleaf Street (being a 50' right-of-way);

THENCE North 00° 19' 37" East, along the west property lines of the said Lots 11 thru 14, and along the said east right-of-way line of Greenleaf Street, a distance of 199.99 feet to a "Y" scribed in concrete found at the northwest property corner of the said Lot 14, said point being the southwest property corner of Lot 15, Block 15 of the said Evans-Pearson-Westwood Addition;

THENCE South 89° 38' 40" East, along the north property line of the said Lot 14 and along the south property line of the said Lot 15, a distance of 130.02 feet to a ½" iron rod with cap stamped "GRANT ENG" found at the northeast property corner of the said Lot 14, said point being at the southeast property corner of the said Lot 15, said point also being on the west edge of an existing 12.5' wide alley right-of-way;

THENCE South 00° 19' 37" West, along the east property line of the said Lots 11 thru 14 and along the said west edge of the 12.5' wide alley right-of-way, a distance of 199.99 feet to a ½" iron rod with cap stamped "GRANT ENG" found at the southeast property corner of the said Lot 11, said point being on the said north right-of-way line of Dakota Street;

THENCE North 89° 38' 40" West, along the south property line of the said Lot 11 and along the said north right-of-way line of Dakota Street, a distance of 130.02 feet to the Point of Beginning.

The tract being herein described contains 0.597 acres (26,005 square feet) of land.

Note: Survey sketch to accompany this legal description.

Note: Basis of Bearing = NAD 83 Texas North Central Zone (4202)

Note: Coordinates shown are surface coordinates based on NAD 83 Texas North Central Zone (4202) with an adjustment factor of 1.0001375289116.

EXHIBIT A

I do certify on this 31st day of August, 2007, that a survey was made on the ground as per the field notes shown on this survey and is true and correct according to the standards of the Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey, and accurate as to the boundaries and areas of the subject property and the size, location and type of buildings and improvements located within five (5) feet of said boundaries, if any, and shows the location of all visible easements and rights-of-way and the rights-of-way, easements and other matters of record as listed in Schedule B of the Commitment for Title issued by Fidelity National Title Insurance Company, Dated April 22, 2007, GF# FT2HS-99807000063 affecting the subject property, and the location of all curb cuts and driveways, if any.

Except as shown on the survey: (i) there are no visible encroachments upon the subject property by visible improvements on adjacent property, (ii) there are no visible encroachments on adjacent property, streets or alleys by any visible improvements on the subject property, and (iii) there are no visible conflicts or discrepancies.

The property abuts Dakota Street, a 50 foot right-of-way and Greenleaf Street, a 50 foot right-of-way which provides apparent access to and from the subject property.

This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey.

By: Spooner and Associates, Inc.



Surveyors Name: Eric Shaun Spooner
Registered Professional Land Surveyor,
Texas No. 5922
Date of Survey: 8-31-07
Revised 9-04-07



NOTE: UNDERGROUND UTILITIES SHOWN ARE COMPILED FROM FIELD EVIDENCE AND SCALED FROM UTILITY MAPS PROVIDED BY OTHERS. UTILITIES MAY EXIST THAT ARE NOT SHOWN. NO EXCAVATIONS WERE DONE TO DETERMINE THE LOCATION OF UNDER GROUND UTILITIES.

NOTE: COORDINATES SHOWN ARE SURFACE COORDINATES BASED ON NAD 83 TEXAS NORTH CENTRAL ZONE (4202) WITH AN ADJUSTMENT FACTOR OF 1.0001375289116

0 50' 100'



GRAPHIC SCALE IN FEET

1" = 50'



LOT 15, BLOCK 15
BAKER FAMILY PARTNERS LTD.
VOL. 10902, PG. 1557
D.R.T.C.T.

LOTS 6 & 7
BLOCK 12
EVANS PEARSON
WESTWOOD ADDITION
VOL. 310, PG 18
P.R.T.C.T.

LOT 8
BLOCK 12

LOT 9
BLOCK 12

LOT 10
BLOCK 12

LOT 14
BLOCK 15

LOT 13
BLOCK 15

LOT 12
BLOCK 15

LOT 11
BLOCK 15

1/2" CIRCF "GRANT ENG"
N 6,980,881.7740
E 2,323,128.2110

LOT 2-R, BLOCK 15
EVANS PEARSON
WESTWOOD ADDITION
VOLUME 388-12, PAGE 89
P.R.T.C.T.

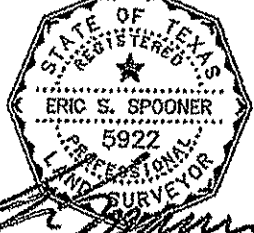
337 GREENLEAF ST.
SINGLE STORY
STUCCO WAREHOUSE
OFFICE BUILDING

DAKOTA STREET
(50' R.O.W.)

CONTROL POINT C07
N 6,982,085.1180
E 2,302,265.0790

P.O.B. ("X" SET)
N 6,980,882.5920
E 2,322,088.0520

1/2" CIRCF "GRANT ENG"
N 6,980,681.7850
E 2,323,128.0700



PARCEL 175, LAND TITLE SURVEY
GREENLEAF WHOLESALE FLORIST, INC.



SPOONER & ASSOCIATES
REGISTERED PROFESSIONAL LAND SURVEYORS

7417 CONTINENTAL TRI. SURVEY DATE: 8-31-07
N. RICHLAND HILLS, TX 76180. DRAWN BY: E.S.S.
PH (817) 281-2355 CHECKED BY: E.S.S.
FAX (817) 281-1389 JOB No. 1571
TRINITY RIVER VISION PROJECT PAGE 3 OF 3
REVISED 9-05-07