

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

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

Present
G.K. Maenius
Charles Boswell
Victor Henderson
Jim Oliver
Elaine Petrus
B. Glen Whitley

Also in attendance were: J.D. Granger, Steve Christian, Sandy Swinnea, Woody Frossard, Lisa Cabrera and Shanna Cate of TRVA; Adelaide Leavens representing Streams and Valleys, Inc.; Randle Harwood representing the City of Fort Worth; Lee Christie and Jared Harrell of Pope, Hardwicke, Christie, Schell, Kelly & Ray, L.L.P.; Jay Pritchard of Trinity River Communications Joint Venture; Max B. Baker of the *Fort Worth Star-Telegram*; Jack Stowe and Darrell Cline of R.W. Beck; Don Funderlic of CDM; Ron Lemons of Freese and Nichols, Inc., and Robert Francis of the *Fort Worth Business Press*.

I. Call to Order

President Maenius convened the meeting at 2:02 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

Director Boswell noted that the City of Fort Worth will hold a bond election on May 10, 2008. The bond program will be discussed at the City Council meeting on January 8, 2008. The proposed bond package will include \$10,200,000 for Trinity Uptown bridges.

III. Action Items

A1.

On a motion made by Director Henderson and seconded by Director Petrus, the Directors unanimously voted to approve the minutes from the meeting held December 5, 2007, with the correction noted by President Maenius that Neil Strassman represented the Tarrant County Judge's office. It was

accordingly ordered that these minutes be placed in the permanent record book of TRVA.

A2.

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

A3.

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

A4.

With the recommendation of counsel, Director Henderson moved to approve amendments to the TRVA Bylaws regarding the registered office and agent, principal office and annual meeting of TRVA, subject to approval by the board of directors of the Tarrant Regional Water District ("TRWD"). The motion was seconded by Director Oliver and the vote in favor was unanimous.

IV. Discussion Items

D1.

Jared Harrell (Pope, Hardwicke, Christie, Schell, Kelly & Ray, L.L.P.) briefed the Board on the requirements of Chapter 176 of the Texas Local Government Code, which requires local government officers and "vendors" of local governmental entities to disclose certain relationships by filing a conflicts disclosure statement with the records administrator of the local governmental entity.

D2.

Woody Frossard (Project Manager and Corps of Engineers Coordinator, TRVA) updated the Board on the Project Management Plan currently being developed by Freese and Nichols, Inc ("FNI") for the Trinity River Vision Project. Mr. Frossard reported that FNI is focusing its efforts on project management planning, construction sequencing and scheduling, conceptual cost estimation, and financial

assessment of the Project. FNI is also developing a comprehensive computer model, including hardware and software, to track and manage the Project Management Plan. Physical integration between the components of the computer model is scheduled to begin in April 2008. Ron Lemons of FNI also provided the Board with a recap of a two-day value planning session conducted by FNI and outlined various value-engineering alternatives that FNI will consider as the Trinity River Vision Project progresses into final design stages.

D3.

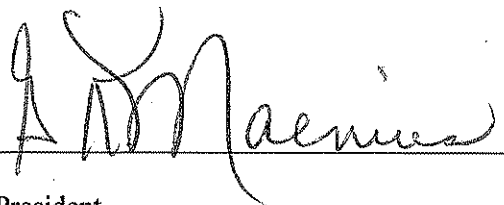
The Board noted that the next meeting of TRVA is tentatively scheduled for 2:00 P.M. on Wednesday, February 6, 2008 at the TRWD Administration Building, 800 E. North Side Drive, Fort Worth, Texas.

V. Executive Session

President Maenius next called an executive session at 2:23 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 4:56 P.M., noting that a quorum was present.

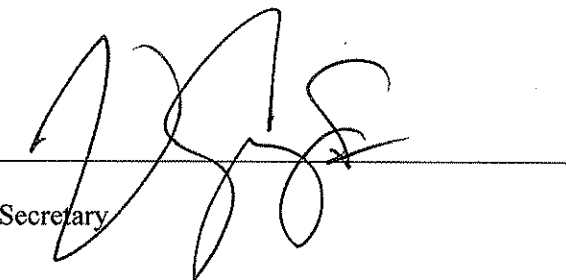
VI. Adjourn

There being no further business before the Board of Directors, the meeting was adjourned at 4:58 P.M.



A. Maenius

President



Secretary