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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

October 22, 2007

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 285 (the "District") met in special session, open to the public, on the 22nd day of October, 2007, outside the boundaries of the District, and the roll was called of the members of the Board:

Walter A. Knowles, Jr.	President/Investment Officer
Roy Adame, Jr.	Vice President
James W. Chick	Secretary/Investment Officer
Jerry L. Allen	Asst. Vice President
Chand Khan	Assistant Secretary/Investment Officer

and all of said persons were present, thus constituting a quorum.

Also present were Kenneth Martinec and Dane Plumley of Jones & Carter, Inc. ("J&C"); David Ley of Ley Wilson Development, LLC; Calvin Browne of Aqua Services, LP ("Aqua"); Tracey Hayden of Environmental Allies; Kerri Dorman of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary.

MINUTES

The Board considered approving the minutes of the September 24, 2007, meeting. After discussion, Director Chick moved to approve the minutes as presented. The motion was seconded by Director Allen and carried by unanimous vote.

SECURITY SERVICES

Director Allen distributed copies of the September security services report, a copy of which is attached. The Board discussed an increase in gang activity in the District.

DEVELOPER'S REPORT

Mr. Ley presented a drawing reflecting the tenants who have leased spaces at The Shops at Stone Park and reported on the progress of other commercial and residential development.

NORTH CHANNEL WATER AUTHORITY ("NORTH CHANNEL") REPORT

Ms. Prospere reported on the status of the North Channel surface water supply activities, including the construction projects underway, pursuant to the report emailed

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by Arthur Marshall, the District's representative on the North Channel Board of Directors. She pointed out that Billy C. Allen Jr., has reported water accountability for the month of 90.04% and that 76.47% of the water usage was surface water. Ms. Prospere distributed copies of the draft minutes of the September 10, 2007, North Channel Board meeting.

RESOLUTION APPOINTING DESIGNATED BOARD MEMBER TO NORTH CHANNEL ("RESOLUTION")

The Board considered adopting the Resolution appointing Mr. Marshall as the District's designated member of the North Channel Board for a term ending December 31, 2009. Upon a motion made by Director Chick and seconded by Director Allen, the Board voted unanimously to adopt the Resolution. A copy of the Resolution is attached.

OPERATOR'S REPORT

Mr. Browne reviewed the monthly operations report. He reported on routine maintenance and repairs in the District. He stated that there were no violations of the permitted parameters at wastewater treatment plant no. 2 during the month of August; however, he stated that a total suspended solids violation occurred at wastewater treatment plant no. 1 as a result of filamentous bacteria. He stated that the Texas Commission on Environmental Quality ("TCEQ") has been notified and the problem was corrected with additional chlorine. He informed the Board that 60 new tap fees were paid for the month. A copy of the operations report is attached.

HEARING REGARDING TERMINATION OF SERVICE

The Board conducted a hearing regarding water and sewer service terminations. Mr. Browne informed the Board that the residents on the termination list were delinquent in payment of their water and sewer bills and were given written notification in accordance with the District's Rate Order prior to the meeting of the opportunity to appear before the Board of Directors to explain, contest, or correct their bills and to show why utility service should not be terminated for reason of non-payment. After discussion, Director Chick moved that, because the residents on the termination list were either not present at the meeting or had not requested to speak regarding their delinquency nor had they presented any written statement on the matter to the Board, utility service for such residents should be terminated in accordance with the District's Rate Order. The motion was seconded by Director Allen and carried by unanimous vote. A copy of the termination list is attached.

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EROSION ON SOUTHWEST SIDE OF CARPENTER'S LANDING DETENTION POND AND ALONG CARPENTER'S BAYOU

Mr. Browne reported that the repair of erosion on the southwest side of Carpenter's Landing detention pond and along Carpenter's Bayou is complete.

STORM WATER QUALITY MAINTENANCE CONTRACT ("CONTRACT")

The Board considered approving a Contract with Storm Water Solutions for maintenance of the Liberty Lakes storm water quality features. After discussion, Director Chick moved to approve the Contract. Director Allen seconded the motion, which carried unanimously.

ENGINEER'S REPORT

Mr. Martinec presented a written report regarding engineering activities performed in the District, including the projects specifically addressed as follows in these minutes. A copy of the engineer's report is attached.

WASTEWATER TREATMENT PLANT NO. 2, PHASE 1

Mr. Martinec reported on the status of the construction of wastewater treatment plant no. 2, Phase 1. He recommended approval of Pay Estimate No. 4 in the amount of \$33,500 submitted by R.P. Construction, Inc. After discussion, Director Allen moved to approve Pay Estimate No. 4 as recommended. The motion was seconded by Director Adame and carried by unanimous vote.

WATER PLANT, PHASE 1

Mr. Martinec updated the Board regarding the District's proposed water plant, Phase 1. He presented revised preliminary construction cost estimates and an updated summary of shared facilities, copies of which are attached, providing for expanded facilities in order to meet the requirements for a TCEQ elevated storage tank waiver and providing for additional capacity for FVNA Properties, Ltd. ("FVNA"). He recommended that the Board authorize revision of the plans and specifications to expand the facilities to meet the waiver requirements and to provide the additional capacity. After discussion, Director Allen moved to authorize revision of the plans and specifications for the water plant, subject to appropriate amendment of the Water and Wastewater Cost Sharing Agreement. Director Adame seconded the motion, which carried unanimously.

ELEVATED WATER STORAGE TANK WAIVER

Mr. Martinec informed the Board that J&C is finalizing the application to the TCEQ for a waiver from the elevated water storage tank requirement.

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WATER, SEWER, AND DRAINAGE FACILITIES TO SERVE LIBERTY LAKES, SECTION 2

Mr. Martinec reported on the status of the construction of the water, sewer, and drainage facilities to serve Liberty Lakes, Section 2. He stated that J&C is coordinating completion of the punch list items.

WATER, SEWER, AND DRAINAGE FACILITIES AND OFF-SITE WATER LINE TO SERVE LIBERTY LAKES, SECTION 9

Mr. Martinec reported on the status of the construction of the water, sewer and drainage facilities and off-site water line to serve Liberty Lakes, Section 9. He stated that no Pay Estimates or Change Orders were submitted by Cravens Partners, Ltd. ("Cravens"), for the Board's approval.

WATER, SEWER, AND DRAINAGE FACILITIES TO SERVE LIBERTY LAKES, SECTION 10

Mr. Martinec reported on the status of the water, sewer, and drainage facilities to serve Liberty Lakes, Section 10. He stated that no Pay Estimates or Change Orders were submitted by Crostex Construction, Inc., for the Board's approval.

WATER, SEWER, AND DRAINAGE AND DETENTION FACILITIES TO SERVE NEW FOREST WEST, SECTION 4

Mr. Martinec reported on the status of the construction of the water, sewer, and drainage facilities to serve New Forest West, Section 4. He stated that no Pay Estimates or Change Orders were submitted by Kenneth Lamb Construction for the Board's approval.

NEW FOREST WEST, SECTION 4, LIFT STATION

Mr. Martinec reported that preparation of the plans and specifications for the New Forest West, Section 4, lift station is underway. He stated that J&C will submit the plans and specifications to the regulatory agencies for approval by the first week in November.

WATER, SEWER, AND DRAINAGE FACILITIES TO SERVE NEW FOREST WEST, SECTION 3

Mr. Martinec reported on the status of the construction of the water, sewer, and drainage facilities to serve New Forest West, Section 3. He stated that the Notice to Proceed will be issued to C.E. Barker, Ltd., when the debris has been removed from the site. He stated that Michael Wilson of Ley Wilson Development LLC has hired a new company to complete the site clearing. He stated that the additional cost will not be subject to reimbursement by the District.

NEW FOREST LIFT STATION AND FORCE MAIN UPGRADE

The Board deferred the review of bids and award of a contract for the New Forest lift station and force main upgrade pending the receipt of bids.

WATER, SEWER, AND DRAINAGE FACILITIES TO SERVE CARPENTER'S LANDING, SECTION 2

Mr. Martinec reported on the status of the construction of the water, sewer, and drainage facilities to serve Carpenter's Landing, Section 2. He stated that no Pay Estimates or Change Orders were submitted by Cravens for the Board's approval.

WATER, SEWER, AND DRAINAGE FACILITIES TO SERVE CARPENTER'S LANDING, SECTION 3

The Board deferred approval of the plans and specifications for the water, sewer, and drainage facilities to serve Carpenter's Landing, Section 3, pending receipt, and deferred authorizing advertisement for bids for the project pending approval of the plans and specifications.

WATER AND SEWER TRUNK LINES TO SERVE FVNA AND LEY TRACTS

Mr. Martinec reported on the status of the construction of the water and sewer trunk lines to serve the FVNA and Ley tracts. He stated that no Pay Estimates or Change Orders were submitted by Cravens for the Board's approval.

OFF-SITE FACILITIES TO SERVE BLACK ROCK COMMONS

Mr. Martinec reported on the status of the construction of the off-site facilities to serve Black Rock Commons. He recommended approval of Pay Estimate No. 4 in the amount of \$6,400 submitted by Statewide Services and Change Order No. 1 in the amount of \$6,400 for the work included in Pay Estimate No. 4. After discussion, Director Allen moved to approve Pay Estimate No. 4 and Change Order No. 1 as recommended. The motion was seconded by Director Adame and carried by unanimous vote.

N500 DETENTION POND EXPANSION TO SERVE FVNA

The Board discussed the N500 detention pond expansion to serve FVNA. Mr. Martinec recommended that the Board accept the low bid in the amount of \$386,382.50 submitted by Spaw Glass Civil Construction, Inc. The Board concurred that award of a contract to Spaw Glass Civil Construction, Inc., will be most advantageous to the District and will result in the best and most economical completion of the District's facilities. After discussion, Director Allen moved to accept the low bid in the amount of \$386,382.50 submitted by Spaw Glass Civil Construction, Inc., for the N500 detention pond expansion and that the Board award a contract to said contractor, subject to

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review of the payment and performance bonds by ABHR. Director Adame seconded the motion, which carried by unanimous vote.

DEEDS AND EASEMENTS, INCLUDING SPECIAL WARRANTY DEED FOR STONE PARK APARTMENTS LIFT STATION SITE

The Board deferred acceptance and/or approval of any deeds or easements, including the Special Warranty Deed for the Stone Park Apartments lift station site, pending receipt.

STRATEGIC PARTNERSHIP AGREEMENT

The Board considered establishing dates for hearings on a Strategic Partnership Agreement with the City of Houston. After discussion, the Board concurred to hold the first hearing at 6:30 p.m. on November 13, 2007, at the offices of ABHR, and the second hearing at 6:30 p.m. on November 20, 2007, at the North Shore Middle School.

SUCH OTHER MATTERS

Ms. Hayden reported on the services provided by Environmental Allies.

There being no further business to come before the Board, the Board concurred to adjourn the meeting.

Secretary, Board of Directors

(SEAL)

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