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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

November 13, 2007

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 285 (the "District") met in regular session, open to the public, on the 13th day of November, 2007, at Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 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 the above were present except Director Knowles, thus constituting a quorum.

Also present Erin Garcia of Myrtle Cruz, Inc.; Kenneth Martinec and Dane Plumley of Jones & Carter, Inc. ("J&C"); Rene Anandel of Wheeler & Associates, Inc.; Jack Rodriguez of Harris County; Lynn Rodriguez; Susan Edwards of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary.

MINUTES

The Board considered approving the minutes of the October 9, 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.

STATEMENTS AND QUESTIONS FROM THE PUBLIC

The Board noted that no members of the public were present to make statements or ask questions.

OUT-OF-DISTRICT SERVICE AGREEMENT WITH HARRIS COUNTY ("AGREEMENT")

Mr. Rodriguez requested that the Board consider revising the Agreement to charge in-district residential rates for service to the Beltway 8 sports park rather than two times the District's commercial rates and a residential tap fee rather than two times the rates for a commercial tap. He also asked that the Board grant a Consent to Encroachment for Harris County's construction of water and sanitary sewer lines across the Liberty Lakes lift station site.

DRAFT

Mr. Martinec explained that J&C has approved Harris County's facility plans subject to its execution of the Agreement and the Board's approval of the Consent to Encroachment. He further informed the Board that KB HOME Lone Star Inc. has not yet executed the document conveying the Liberty Lakes lift station site easement to the District.

After discussion, Director Chick moved to approve a Consent to Encroachment on the District's Liberty Lakes lift station easement, subject to the District's receipt of the executed easement. Director Khan seconded the motion, which carried unanimously.

Mr. Rodriguez left the meeting, at which time the Board further discussed the Agreement terms. After discussion, Director Allen moved that the Agreement provide for two times the District's commercial rates and a tap fee of two times the District's non-taxable user tap fee. The motion was seconded by Director Khan and carried by unanimous vote.

BOOKKEEPER'S REPORT

The Board reviewed the bookkeeper's report and considered payment of the bills. Ms. Garcia also reviewed the District's investments, including the monthly investment report, and a year-to-date budget comparison. The Board requested that check no. 6467 to Waste Management for a new dumpster at wastewater treatment plant no. 1 and a previous check for the same charge be held pending the receipt of further information. Director Khan expressed concern regarding the number of per diems paid to the directors each month. Ms. Edwards said that there are legal limits to the annual per diem amounts paid and that the Board votes to approve each per diem paid to its members. Director Chick reiterated his concerns regarding the District's reimbursement to directors for conference registration late fees and its payment of registration fees when a Board member has cancelled conference attendance. The Board agreed to monitor these expenses on an on-going basis. After discussion, Director Allen moved to approve the bookkeeper's report, including the checks presented for payment, and the monthly investment report. The motion was seconded by Director Chick and carried by unanimous vote. A copy of the bookkeeper's report is attached.

AMENDED BUDGET

The Board considered approving an amended budget for the District's fiscal year ending March 31, 2008, revised to include various adjustments based on actual expenses to date and to include maintenance tax revenues based on the proposed 2007 maintenance tax rate. After discussion, Director Allen moved to approve the amended budget. The motion was seconded by Director Chick and carried by unanimous vote. A copy of the budget is attached.

TAX REPORT

Ms. Anadel reviewed the monthly tax report, which reflects that 97.50% of the District's 2006 taxes have been collected to date. After review, Director Adame moved to approve the tax report and payment of the checks drawn on the District's tax account. The motion was seconded by Director Chick and carried unanimously. A copy of the tax report is attached.

DELINQUENT TAX REPORT

Ms. Anadel presented the delinquent tax report prepared by Perdue, Brandon, Fielder, Collins & Mott, L.L.P. A copy of the delinquent tax report is attached.

ORDER LEVYING TAXES FOR 2007 ("ORDER")

The Board conducted a public hearing regarding the District's 2007 tax rate adoption. The Board confirmed its intention that the 2007 tax levy includes a debt service tax component for the calendar year ending December 31, 2008, and a maintenance and operations tax component for the fiscal year ending March 31, 2008. The Board noted that no members of the public were present to comment on the tax rate and closed the public hearing accordingly. The Board then considered adopting the Order. After discussion, Director Chick moved to adopt the Order providing for a 2007 tax rate of \$0.75 per \$100 of assessed valuation to provide for the District's debt service requirements and a tax rate of \$0.15 per \$100 of assessed valuation to provide for maintenance and operations, for a total 2007 tax rate of \$0.90 per \$100 of assessed valuation. The motion was seconded by Director Allen and carried by unanimous vote. A copy of the Order is attached.

AMENDMENT TO INFORMATION FORM ("AMENDMENT")

The Board considered approving an Amendment to the District's Information Form reflecting the 2007 tax rate. After discussion, Director Chick moved to approve the Amendment, to be filed with Harris County Deed Records and the Texas Commission on Environmental Quality. Director Allen seconded the motion, which carried by unanimous vote. A copy of the Amendment is attached.

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 permanent wastewater treatment plant no. 2, Phase 1. He stated that no Pay Estimates were submitted by R.P.

DRAFT

Constructors, Inc., for the Board's approval. He informed the Board that the bracing for the exterior wall of the tank failed when water was pumped into the tank. He reported that the structural engineer has accepted responsibility for a design error and has agreed to pay the estimated design and construction costs for the second repair totaling approximately \$22,900. He stated that the second repair will delay the project by at least two weeks although he pointed out that the delay is not entirely attributable to the bracing failure. Director Chick suggested the possibility of recovering any related costs for the delay. Mr. Martinec and Ms. Edwards indicated that the costs would be difficult to quantify and to relate solely to the bracing failure. Mr. Martinec then recommended that the Board approve a change order for the second repair of the tank bracing in an amount not to exceed \$23,000, subject to payment of the costs by the structural engineer. After discussion, Director Chick moved to approve a change order in an amount not to exceed \$23,000 for the second tank wall repair, subject to either payment in advance by the structural engineer or execution of an agreement with the structural engineer to pay the costs. Director Adame seconded the motion, which carried unanimously.

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

Mr. Martinec reported that the clearing and grubbing of New Forest West, Section 3, is complete and the contractor has moved on-site to construct the water, sewer, and drainage facilities.

PREPARATION OF PLANS AND SPECIFICATIONS FOR WATER AND SANITARY SEWER TRUNK LINES TO SERVE THE SHOPS AT STONE PARK

The Board considered authorizing J&C to prepare plans and specifications for water and sanitary sewer trunk lines to serve The Shops at Stone Park. Upon a motion made by Director Chick and seconded by Director Adame, the Board voted unanimously to authorize preparation of the plans and specifications as stated.

STRATEGIC PARTNERSHIP AGREEMENT ("SPA") UPDATE

Ms. Edwards discussed suggestions by the City of Houston ("City") for publicizing the proposed SPA between the District and the City. The Board agreed that there was not sufficient time to implement the City's suggestions.

SPA HEARING

The Board conducted a public hearing regarding the SPA. The Board noted that no members of the public were present to provide comments and closed the hearing accordingly.

DRAFT

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

Secretary, Board of Directors

(SEAL)

LIST OF ATTACHMENTS TO MINUTES

	Minutes
	<u>Page</u>
bookkeeper's report.....	2
budget for the District's fiscal year ending March 31, 2008.....	2
tax report.....	3
delinquent tax report.....	3
Order Levying Taxes.....	3
Amendment to Information Form.....	3
engineer's report.....	3