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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

April 28, 2008

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 28th day of April, 2008, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 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 the above were present, thus constituting a quorum.

Also present at the meeting were Kenneth Martinec and Dane Plumley of Jones & Carter, Inc. ("J&C"); Calvin Browne of SWWC Services, Inc. ("SWWC"); Arthur Marshall, Board member of the North Channel Water Authority ("North Channel"); Michael Wilson of Ley Wilson Development, LLC ("Ley"); Susan M. Edwards of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary.

MINUTES

The Board considered approving the minutes of the March 24, 2008, meeting. After review, Director Chick moved to approve the minutes as submitted. The motion was seconded by Director Khan and carried by unanimous vote.

SECURITY SERVICES

Director Allen reported on security services in the District during the month. He stated that crime in the area appears to be increasing and reported on incidents at the Stone Park apartments.

STATEMENTS FROM THE PUBLIC

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

DEVELOPER'S REPORT

Mr. Wilson reported on the Ley developments in the District. He stated that the channel realignment is nearly complete.

STRATEGIC PARTNERSHIP AGREEMENT ("SPA") EXHIBIT

The Board considered approving a revised exhibit to the SPA to exclude areas in the District already subject to an additional \$0.02 sales tax authorized for emergency services districts overlapping portions of the District. After discussion, Director Chick moved to approve the revised SPA exhibit. The motion was seconded by Director Adame and carried by unanimous vote. A copy of the revised SPA exhibit is attached.

NORTH CHANNEL

Mr. Marshall reported on the North Channel surface water supply activities, including the construction projects underway. He stated that Billy C. Allen, Jr., has reported water accountability for the month of 90.39% and that 77.01% of the water usage was surface water. He informed the Board that the City of Houston has raised its water rates. The Board requested that Mary Jarmon of Myrtle Cruz, Inc., analyze the effect of the City rate increase on the District's budget.

SOLID WASTE COLLECTION AGREEMENT ("AGREEMENT")

The Board deferred action on the Agreement with Allied Waste Services, Inc. ("Allied"), pending receipt. The Board concurred that new proposals must be solicited if Allied fails to provide the final Agreement to the District.

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 plants nos. 1 and 2 during the month of March. A copy of the operations report is attached.

Mr. Browne verified an error on the percentage of actual flows to design capacity at wastewater treatment plant no. 2 and stated that the percentage should be 10% rather than 1.1%. He informed the Board that he contacted Lisa Reed of 6727 Providence View Lane and advised her to make online payments of her water and sewer bills well in advance of the due date to avoid late fees and additional charges. Mr. Browne noted that Ms. Reed's late fee and delinquent letter fee were waived in this instance. The Board requested that a SWWC representative always attend the meeting that residents receive notice of in the service termination letter.

CONSUMER CONFIDENCE REPORT

The Board considered authorizing SWWC to mail the District's Consumer Confidence Report ("CCR") to the District's customers and to file the CCR with the Texas Commission on Environmental Quality. Upon a motion made by Director Chick and seconded by Director Khan, the Board voted unanimously to authorize SWWC to mail and file the CCR.

HEARING REGARDING TERMINATION OF SERVICE

The Board conducted a hearing regarding water and sewer service terminations. Mr. Browne reported 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 Knowles and carried by unanimous vote.

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.

ELEVATED WATER STORAGE TANK WAIVER

Mr. Martinec informed the Board that the Texas Commission on Environmental Quality ("TCEQ") approved the District's application for a waiver from the elevated water storage tank requirement subject to the installation of 40,000 gallons of hydropneumatic tank capacity. After discussion regarding the location of the additional hydropneumatic tank(s), Director Allen moved to authorize the construction of hydropneumatic tank(s) to supply an additional 40,000 gallons of capacity at the District's water plant. Director Chick seconded the motion, which carried unanimously.

WATER PLANT CLEARING AND GRUBBING

Mr. Martinec reported on the status of the water plant clearing and grubbing. He stated that no Pay Estimates or Change Orders were submitted by Excalibur Construction, Ltd., for the Board's approval.

WATER PLANT, PHASE 1

Mr. Martinec updated the Board regarding the District's proposed water plant, Phase 1. He stated that the plans and specifications will be submitted to the regulatory agencies when the Sanitary Control Easement has been received from Kinder Morgan Texas Pipeline, L.L.C. The Board deferred approval of the plans and specifications for the project pending receipt and deferred authorizing advertisement for bids pending approval of the plans and specifications.

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 there was no update on the completion of the project awarded to Abyss Construction, LLC.

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 FACILITIES TO SERVE NEW FOREST WEST, SECTION 4

Mr. Martinec reported no update on the construction of water, sewer, and drainage facilities to serve New Forest West, Section 4.

NEW FOREST WEST, SECTION 4, LIFT STATION

Mr. Martinec reported that J&C is addressing comments on the plans and specifications for the New Forest West, Section 4, lift station from the City of Houston and Harris County.

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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 no Pay Estimates or Change Orders were submitted by C. E. Barker, Ltd., for the Board's approval.

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 considered approving the plans and specifications for the water, sewer, and drainage facilities to serve Carpenter's Landing, Section 3 and authorizing J&C to advertise for bids. After discussion, Director Chick moved to approve the plans and specifications and to authorize advertisement for bids for the project as stated. Director Adame seconded the motion, which carried unanimously.

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 stated that no Pay Estimates or Change Orders were submitted by Statewide Services for the Board's approval.

N500 DETENTION POND EXPANSION TO SERVE FVNA

Mr. Martinec reported on the status of the N500 detention pond expansion to serve FVNA. He recommended approval of Change Order No. 1 submitted by Spaw Glass Civil Construction, Inc., providing for a deduction in the dirt excavation quantity,

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resulting in a net decrease of \$73,296 in the contract amount. After discussion, Director Chick moved to approve Change Order No. 1 as recommended. The motion was seconded by Director Adame and carried by unanimous vote.

BOND APPLICATION NO. 8

Mr. Martinec reported that bond application no. 8 has been declared administratively complete by the TCEQ.

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

The Board discussed acceptance and/or approval of any deeds or easements, including the Deed. The Board deferred acceptance of the Deed pending receipt. The Board considered accepting Water Line Easements ("Easements") conveyed to the District by New Forest Properties, L.P., and Explorer Pipeline Company. Upon a motion made by Director Chick and seconded by Director Adame, the Board voted unanimously to accept the Easements.

RESOLUTION AUTHORIZING APPLICATION TO THE TCEQ FOR RELEASE OF FUNDS FROM ESCROW ("RESOLUTION")

The Board considered adopting the Resolution, which provides for the District's request to the TCEQ for approval to release \$1,246,338 from escrow to pay a portion of the water plant no. 1 costs. Upon a motion made by Director Allen and seconded by Director Adame, the Board voted unanimously to adopt the Resolution.

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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