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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

September 22, 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 22nd day of September, 2008, at 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:

Jerry L. Allen	President
Roy Adame, Jr.	Vice President
Chand Khan	Secretary/Investment Officer
Walter A. Knowles, Jr.	Asst. Vice President/Investment Officer
Ephraim Q. Connerly III	Assistant Secretary

and all of the above were present except Director Knowles, 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"); Chad Ferguson of BPI Realty Services, Inc. ("BPI"); Arthur Marshall of the North Channel Water Authority ("North Channel") Board of Directors; Susan M. Edwards of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary.

MINUTES

The Board considered approving the minutes of the August 25, 2008, meeting. After review, Director Khan moved to approve the minutes as submitted. The motion was seconded by Director Connerly and carried by unanimous vote.

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. Ferguson reported on the status of development in the District of the property previously or currently owned by BPI.

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ENGINEER'S REPORT

Mr. Plumley 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.

WATER PLANT, PHASE 1

Mr. Plumley reported on the status of the construction of the water plant, Phase 1. He stated that the contractor has moved on-site.

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

Mr. Plumley reported on the status of the water, sewer, and drainage facilities to serve Liberty Lakes, Section 10. He recommended approval of Change Order No. 1 for quantity adjustments, resulting in a net decrease of \$5,960 in the contract amount, Pay Estimate No. 4 and Final in the amount of \$1,000 submitted by Crostex Construction, Inc., and acceptance of the project. After discussion, Director Connerly moved to approve Change Order No. 1, Pay Estimate No. 4 and Final, and acceptance of the project as recommended. Director Allen seconded the motion, which carried unanimously.

NEW FOREST WEST, SECTION 4, DETENTION POND

The Board deferred the review of bids and award of a contract for the detention pond to serve New Forest West, Section 4, pending the receipt of bids. Mr. Plumley reported that bids for the project will be opened on September 24, 2008.

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

Mr. Plumley reported that R.M. Atkinson, Jr., Engineers, Inc. ("Atkinson"), is revising the plans and specifications for the water, sewer, and drainage facilities to serve New Forest West, Section 4.

NEW FOREST WEST, SECTION 4, LIFT STATION

Mr. Plumley reminded the Board that J&C may need to revise the plans and specifications for the New Forest West, Section 4, lift station to accommodate Atkinson's revisions to the plans and specifications for the New Forest West, Section 4, water, sewer, and drainage facilities.

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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. Plumley 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 Partners, Ltd. ("Cravens"), for the Board's approval. He stated that the Harris County punch list items have been addressed and that a re-inspection of the facilities will be scheduled with Harris County.

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

Mr. Plumley reported on the status of the water, sewer, and drainage facilities to serve Carpenter's Landing, Section 3. He stated that no Pay Estimates or Change Orders were submitted by Jaho, Inc., for the Board's approval.

CARPENTER'S LANDING DETENTION POND, PHASE 3

Mr. Plumley reported that J&C is addressing comments from Harris County on the Carpenter's Landing detention pond, Phase 3, plans and specifications.

N500 DETENTION POND EXPANSION TO SERVE FVNA

Mr. Plumley reported on the status of the N500 detention pond expansion to serve FVNA. He stated that no Pay Estimates or Change Orders were submitted by Spaw Glass Civil Construction, Inc., for the Board's approval.

PALE SAGE DRIVE WATER, SEWER, AND DRAINAGE FACILITIES

Mr. Plumley reported that Atkinson is addressing comments provided by J&C on the plans and specifications for the Pale Sage Drive water, sewer, and drainage facilities. The Board deferred approval of the plans and specifications and authorizing advertisement for bids for the project pending J&C's recommendation.

WASTEWATER TREATMENT PLANT NO. 2, PHASE II, EXPANSION

Mr. Martinec requested that the Board authorize the installation of specific sampling equipment at wastewater treatment plant no. 2 so J&C may evaluate plant loading information as well as flow information to determine if a plant expansion can

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be delayed. He also requested that the Board authorize preparation of a waste discharge permit amendment application for a possibly smaller expansion because of the time involved in TCEQ's processing the application. After discussion, Director Connerly moved to authorize J&C to prepare the water discharge permit amendment application. Director Khan seconded the motion, which carried unanimously.

BOND APPLICATIONS NOS. 8 AND 9

Mr. Plumley reminded the Board that the Texas Commission on Environmental Quality has indicated that review of the District's bond application no. 8 will be delayed because of credit-rating issues on bond applications under review.

He stated that J&C is working with the District's financial advisor on the feasibility of bond application no. 9.

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.

WATER AND SEWER TRUNK LINES TO SERVE FVNA AND LEY PROPERTIES

Mr. Plumley reported that Pay Estimate No. 3 for the trunk lines to serve the FVNA and Ley tracts was never issued. Accordingly, he stated that J&C recommends approval of revised Pay Estimate No. 4 and Final in the amount of \$148,924.16 in order to correct the error. Upon a motion made by Director Connerly and seconded by Director Allen, the Board voted unanimously to approve the revised Pay Estimate No. 4 and Final as recommended.

RESOLUTION REQUESTING APPRAISAL OF PROPERTY AND CERTIFICATE OF ESTIMATED APPRAISED VALUE ("RESOLUTION")

The Board of Directors considered adopting a Resolution requesting an October 1, 2008, estimate of value. After discussion, Director Chick moved that the Board adopt the Resolution. The motion was seconded by Director Adame and carried unanimously. The Resolution, thus adopted, is attached to and shall be considered part of these minutes.

RESOLUTION APPOINTING INVESTMENT OFFICERS FOR THE DISTRICT ("RESOLUTION")

The Board considered adopting a Resolution Appointing Investment Officers for the District ("Resolution"), which provides that Directors Khan, Knowles, and Connerly and Mary Jarmon are appointed to be the District's Investment Officers. Upon a motion

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made by Director Allen and seconded by Director Connerly, the Board voted unanimously to adopt the Resolution. The Resolution, thus adopted, is attached to and shall be considered part of these minutes.

ANNUAL REPORT

The Board considered approving the Annual Report updating the District's annual financial and operating data in accordance with the continuing disclosure agreement contained in the resolutions authorizing issuance of the District's bonds. Upon a motion made by Director Adame and seconded by Director Allen, the Board voted unanimously to approve the Annual Report and to authorize filing with the state information depositories in accordance with the District's agreement in the resolutions authorizing issuance of the District's bonds.

OPERATIONS REPORT

Mr. Browne distributed the monthly operations report, indicating that there were no violations of the permitted parameters at wastewater treatment plants nos. 1 and 2 during the month of August. He reported on SWWC's response to Hurricane Ike in the District. A copy of the operations report is attached.

HEARING REGARDING TERMINATION OF SERVICE

The Board deferred conducting a hearing regarding water and sewer service terminations until its October special meeting due to Hurricane Ike.

NORTH CHANNEL REPORT

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 was 105.51% and that 78.10% of the water usage was surface water.

EXTENSION OF BELTWAY 8

Mr. Martinec reported that J&C received a request for information pursuant to the proposed extension of Beltway 8 to the north.

OUT-OF-DISTRICT SERVICE AGREEMENT

The Board requested that Mike Reilly of Harris County attend its next regular meeting to discuss the fact that Harris County is using the District's water for irrigation to the Beltway 8 park, which is outside the scope of its agreement with the District for out-of-district service.

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RATE ORDER

The Board deferred amending the District's Rate Order pending Mr. Browne's further investigation of after-hours service reconnection and payment options by SWWC.

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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