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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

October 14, 2008

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 14th day of October, 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.	Assistant Vice President/Investment Officer
Ephraim Q. Connerly, III	Assistant Secretary

and all of the above were present except Directors Knowles and Connerly, thus constituting a quorum.

Also present at the meeting were Mary Jarmon of Myrtle Cruz, Inc.; Dane Plumley of Jones & Carter, Inc. ("J&C"); Rene Andel of Wheeler & Associates, Inc. ("Wheeler"); Calvin Browne of SWWC Services, Inc. ("SWWC"); Mike Reily of Harris County Public Infrastructure Department; Susan Edwards of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary. Director Knowles listened to the meeting by speaker phone.

MINUTES

The Board considered approving the minutes of the September 9, 2008, meeting. After discussion, Director Khan moved to approve the minutes as presented. The motion was seconded by Director Adame and carried by unanimous vote.

OUT-OF-DISTRICT SERVICE AGREEMENT

The Board discussed its concerns with Mr. Reily regarding the fact that Harris County has significantly exceeded the allocated water usage amount set forth in its out-of-district water and wastewater service agreement with the District for the Beltway 8 Regional Park, Phase I, and that its intent to utilize water for irrigation was not discussed and/or included in the agreement. Ms. Edwards pointed out that the allocated amount also affects the capital recovery portion of the tap fee charged to Harris County. Mr. Reily requested that the Board allow the initial excess usage required to establish the landscaping and that the amount of the subsequent usage be monitored to determine if the agreement should be revised or if Harris County should

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pursue an alternative source for irrigation water. Mr. Browne said the park averages 9,500 gallons per day instead of 711 gallons per day as stated in the service agreement. Ms. Edwards stated that the District must also analyze its available capacity to determine the feasibility of the District's providing the additional water supply. The Board requested that Mr. Plumley evaluate the park's demand for water versus capacity available in District facilities and that Mr. Browne confirm that Harris County has been billed correctly for the water and that payment has been made. The Board also asked that Mr. Plumley re-calculate the capacity portion of the tap fee calculation based on the County's actual usage. After discussion, the Board agreed to defer the matter pending the receipt of the additional information as discussed.

STATEMENTS AND QUESTIONS FROM THE PUBLIC

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

BOOKKEEPER'S REPORT

The Board reviewed the bookkeeper's report and considered payment of the bills. Ms. Jarmon also reviewed the District's investments, including the monthly investment report, and a year-to-date budget comparison. She pointed out that the Texas Commission on Environmental Quality ("TCEQ") approved the District's application for the release from escrow of \$1,246,338 from the proceeds of the Series 2005 Bonds for water plant no. 1. After discussion, Director Khan moved to approve the bookkeeper's report, including the checks presented for payment, and the monthly investment report. The motion was seconded by Director Adame and carried by unanimous vote. A copy of the bookkeeper's report is attached.

TAX REPORT

Ms. Anandel reviewed the monthly tax report, which reflects that 97.17% of the District's 2007 taxes have been collected to date. After review, Director Khan moved to approve the tax report and payment of the checks drawn on the District's tax account. The motion was seconded by Director Adame and carried unanimously. A copy of the tax report is attached.

DELINQUENT TAX REPORT

Ms. Anandel presented and reviewed the delinquent tax report prepared by Perdue, Brandon, Fielder, Collins & Mott, L.L.P. ("Perdue, Brandon"), a copy of which is attached.

The Board considered authorizing Perdue, Brandon to send notices to the delinquent taxpayers with District water and sewer accounts, as shown on the delinquent tax report, providing notice that the Board will consider terminating water

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service to said accounts if the taxes are not paid by its November 11, 2008, meeting. Upon a motion made by Director Khan and seconded by Director Adame, the Board voted unanimously to authorize Perdue, Brandon to send the notices as discussed.

PUBLIC HEARING AND ADOPTION OF ORDER LEVYING TAXES FOR 2008 ("ORDER")

The Board conducted a public hearing regarding the District's 2008 tax rate adoption. The Board confirmed its intention that the 2008 tax levy includes a debt service tax component for the calendar year ending December 31, 2009, and a maintenance and operations tax component for the fiscal year ending March 31, 2009. 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 Khan moved to adopt the Order providing for a 2008 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 2008 tax rate of \$0.90 per \$100 of assessed valuation. The motion was seconded by Director Allen and carried by unanimous vote.

AMENDMENT TO INFORMATION FORM ("AMENDMENT")

The Board considered approving an Amendment to the District's Information Form reflecting the 2008 tax rate. After discussion, Director Khan moved to approve the Amendment, to be filed with Harris County Deed Records and the TCEQ. Director Allen seconded the motion, which carried by unanimous vote.

ENGINEER'S REPORT

Mr. Plumley reported on engineering activities in the District. He reported that the contractor has commenced drilling water well no. 1. He presented the construction contracts for the water, sewer, and drainage facilities to serve Carpenter's Landing, Section 3, for execution. Mr. Browne and Mr. Plumley stated that they will investigate a depression in Mr. Knowles' yard near wastewater treatment plant no. 1.

WATER AND SEWER TRUNK LINES TO SERVE FVNA AND LEY PROPERTIES

Mr. Plumley reminded the Board that Pay Estimate No. 3 for the trunk lines to serve the FVNA and Ley tracts was never issued. He presented a Pay Estimate Summary for the Board's review, a copy of which is attached. 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 Khan and seconded by Director Adame, the Board voted unanimously to approve the revised Pay Estimate No. 4 and Final as recommended.

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

The Board deferred acceptance of the Special Warranty Deed for the Stone Park Apartments lift station site, pending receipt.

ARBITRAGE REBATE AND YIELD RESTRICTION CALCULATION REPORT ("REPORT")

The Board deferred review of a Report from OmniCap Group LLC related to the District's Series 1998 and Series 2003 Bonds pending receipt.

CONSENT TO COLLATERAL ASSIGNMENTS

The Board considered approving the District's Consent to the Assignment of MUD Rights by Ley-Lane Partnership No. 9, L.P., to Comerica Bank and Consent to the Assignment of MUD rights by Black Rock Development, L.P., to Amegy Bank National Association ("Consents"). Upon a motion made by Director Adame and seconded by Director Allen, the Board voted unanimously to approve the Consents.

WEBSITE SERVICES

The Board discussed a proposal from Nathan Driskell for increasing the District's website capacity for storing emails. After discussion, the Board agreed not to accept the proposal but to authorize Mr. Driskell to delete emails ten or more days after receipt.

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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