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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

October 27, 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 27th 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.	Asst. Vice President/Investment Officer
Ephraim Q. Connerly III	Assistant Secretary/Investment Officer

and all of the above were present, thus constituting a quorum.

Also present at the meeting were Kenneth Martinec, Dane Plumley, and Albert Lazcano of Jones & Carter, Inc. ("J&C"); Missy Steadman 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; Kerri J. Dorman of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary.

MINUTES

The Board considered approving the minutes of the September 22, 2008, meeting. After review, Director Adame moved to approve the minutes as submitted. The motion was seconded by Director Knowles 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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CONSENT TO COLLATERAL ASSIGNMENTS

The Board considered approving the District's Consent to the Assignment of MUD Rights by New Forest West Section 4, LP, to Amegy Bank National Association ("Consent"). Upon a motion made by Director Knowles and seconded by Director Adame, the Board voted unanimously to approve the Consent.

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 100% and that 80.74% of the water usage was surface water. Ms. Prospere distributed copies of the draft minutes of the September 8, 2008, North Channel Board meeting. Mr. Martinec and Mr. Ferguson advised the Board of an estimated timeline for future projects.

OPERATIONS REPORT

Ms. Steadman 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 September. A copy of the operations report is attached.

HEARING REGARDING TERMINATION OF SERVICE

The Board conducted a hearing regarding water and sewer service terminations. Ms. Steadman 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, including discussion of the impact of Hurricane Ike on the District's residents, Director Knowles 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 Connerly and carried by unanimous vote.

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.

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 no Pay Estimates or Change Orders were submitted by W.W. Payton Construction for the Board's approval, but that the first Pay Estimate, which is substantial, has been submitted to J&C.

NEW FOREST WEST, SECTION 4, DETENTION POND

The Board reviewed a bid tabulation for the New Forest West, Section 4, detention pond. Mr. Plumley recommended that the Board accept the low bid in the amount of \$1,567,165.55 submitted by Paskey Incorporated. The Board concurred that Paskey Incorporated is a responsible bidder and that award of a contract to Paskey Incorporated 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 Knowles moved to accept the low bid in the amount of \$1,567,165.55 submitted by Paskey Incorporated for the New Forest West, Section 4, detention pond and to award a contract to said contractor, based on the engineer's recommendation and subject to review of the payment and performance bonds by ABHR. Director Connerly seconded the motion, which carried by unanimous vote.

Mr. Martinec and Mr. Plumley advised that a Harris County Notice of Violation ("Notice") for the maintenance of the New Forest West detention pond was received. They explained that the Notice actually pertains to a portion of the pond owned by Galena Park Independent School District ("GPISD"). The Board concurred that J&C should respond to the Notice to inform Harris County that the District does not own the area requiring maintenance, and that the District should pursue an agreement with GPISD for the pond maintenance.

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

Mr. Plumley reported that J&C has received revised plans and specifications from R.M. Atkinson, Jr., Engineers, Inc. ("Atkinson") 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.

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 completion of the plans and 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 a re-inspection of the facilities by Harris County has been performed; however, he stated that J&C has not yet received the acceptance letter from 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 pending execution of the contracts and issuance of notice to proceed.

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 recommended approval of Pay Estimate No. 3 and Final in the amount of \$41,778.69 submitted by Spaw Glass Civil Construction, Inc., and acceptance of the project. After discussion, Director Knowles moved to approve Pay Estimate No. 3 and Final and acceptance of the project as recommended. The motion was seconded by Director Connerly and carried by unanimous vote.

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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. Plumley reported that the installation of specific sampling equipment at wastewater treatment plant no. 2 for the evaluation of plant loading information as well as flow information to determine if a plant expansion can be delayed is complete. He estimated that the cost to pave the access road will total \$100,000 to \$150,000. The Board requested that J&C present alternatives and costs for further discussion.

WASTEWATER TREATMENT PLANT NO. 2 PERMIT AMENDMENT APPLICATION

Mr. Plumley stated that the preparation of the wastewater treatment plant no. 2 permit amendment application is underway.

BOND APPLICATIONS NOS. 8 AND 9

Mr. Plumley reported that the Texas Commission on Environmental Quality ("TCEQ") has begun review of the District's bond application no. 8, and that J&C is meeting with the TCEQ on October 30, 2008, for a facilities inspection.

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.

ENGINEERING MATTERS

Mr. Plumley reported that J&C will work with ABHR on the conveyance of a water line to serve The Shops at Stone Park to the District.

ASSOCIATION OF WATER BOARD DIRECTORS SEMINAR

The Board considered authorizing the attendance of its members at the October 29, 2008, Association of Water Board Directors fall seminar. Upon a motion

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made by Director Knowles and seconded by Director Allen, the Board voted unanimously to authorize attendance of its members at the seminar.

SECURITY SERVICES

Director Allen reported on the security services in the District. He stated that he will contact the Harris County Sheriff's Department regarding preparation of periodic written reports for the Board's review. The Board concurred that Director Allen should obtain statistics regarding incidents occurring before and after the inception of the District's security service program.

NOVEMBER BOARD MEETING

The Board concurred to hold its November special meeting on the regularly scheduled date.

SUCH OTHER MATTERS

The Board discussed the Harris County out-of-district service agreement but deferred action pending the receipt of further information.

Ms. Dorman reported that Allied Waste Services has sent a payment demand to the District and that Susan Edwards is investigating the claim.

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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