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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

December 9, 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 9th day of December, 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/Investment Officer

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

Also present at the meeting were Mary Jarmon of Myrtle Cruz, Inc.; Kenneth Martinec and Dane Plumley of Jones & Carter, Inc. ("J&C"); Rene Anandel of Wheeler & Associates, Inc. ("Wheeler"); 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 November 11, 2008, meeting. After discussion, Director Adame moved to approve the minutes as presented. The motion was seconded by Director Khan and carried by unanimous vote.

GARBAGE COLLECTION SERVICES

The Board deferred discussion regarding the District's garbage collection services pending the attendance of Terry Woodson of Waste Management of Texas, Inc. ("Waste Management"), at its December 22, 2008, meeting. Director Allen reported on his interaction with one of Waste Management's drivers and requested that Director Khan advise Ms. Woodson of the driver's rudeness.

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. Ms. Jarmon noted that certain unused amounts received from FVNA and KB Home Texas, L.P., for the wastewater treatment plant expansion are being returned to the developers. 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 Allen and carried by unanimous vote. A copy of the bookkeeper's report is attached.

The Board discussed the eligible per diems for Board members attending the Association of Water Board Directors Winter Conference. After discussion, the Board agreed to authorize the payment of per diems for Friday and Saturday of the conference for those who attend.

Ms. Edwards presented a letter from Developers Surety and Indemnity Company, the surety for the construction of the Liberty Lakes, Section 2, facilities by Abyss Construction, LLC, requesting payment by the District in the amount of \$11,304.80 for the contract balance. Upon a motion made by Director Allen and seconded by Director Connerly, the Board voted unanimously to approve payment as requested. A copy of the letter from Developers Surety and Indemnity Company is attached.

Ms. Jarmon suggested that the Board authorize Compass Bank to use letters of credit as collateral to secure the District's investments in an amount not to exceed \$2,000,000. After discussion, Director Connerly moved to authorize the use of letters of credit compliant with the Texas Public Funds Collateral Act as security for an amount not to exceed \$2,000,000. Director Allen seconded the motion, which carried unanimously.

RESOLUTION ADOPTING LIST OF QUALIFIED BROKER/DEALERS WITH WHOM THE DISTRICT MAY ENGAGE IN INVESTMENT TRANSACTIONS ("RESOLUTION")

The Board considered adopting an updated Resolution. After discussion, Director Adame moved to adopt the Resolution. The motion was seconded by Director Connerly, which passed by unanimous vote.

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

Ms. Edwards discussed Reports from OmniCap Group LLC indicating that the District has not incurred an overall positive rebate liability through the end of the ten

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years since the sale of its Series 1998 Bonds and five years since the sale of its Series 1993 Bonds and no payments are due to the Internal Revenue Service accordingly. Copies of the Reports are attached.

TAX REPORT

Ms. Anadel reviewed the monthly tax report, which reflects that 2.51% of the District's 2008 taxes have been collected to date. After review, Director Allen 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 AND HEARING REGARDING TERMINATION OF WATER AND SEWER SERVICE TO DELINQUENT TAX ACCOUNTS

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

OUT-OF-DISTRICT SERVICE AGREEMENT

The Board discussed the District's out-of-district water and wastewater service agreement with Harris County for the Beltway 8 Regional Park, Phase I. Mr. Plumley presented an updated capital recovery fee calculation for the Harris County tap fee based on the significantly higher usage by Harris County, a copy of which is attached. After discussion, the Board requested that the calculation be revised and that updated information be obtained from the District's operator for further discussion.

WASTEWATER TREATMENT PLANT NO. 2 ACCESS ROAD

The Board considered authorizing J&C to prepare plans and specifications for the wastewater treatment plant no. 2 access road. Upon a motion made by Director Allen and seconded by Director Connerly, the Board voted unanimously to authorize preparation of the plans and specifications for the project as stated. The Board concurred to defer construction of the road pending the availability of surplus funds to pay for the project.

WATER LINE TO SERVE THE SHOPS AT STONE PARK

The Board deferred acceptance of the water line to serve The Shops at Stone Park to the District pending completion of the line.

NEW FOREST WEST DETENTION POND

Mr. Martinec reported that J&C is obtaining costs for maintenance of the New Forest West detention pond.

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ELECTRONIC CONVERSION OF DISTRICT FACILITIES PLANS AND SPECIFICATIONS

Mr. Martinec stated that the electronic file conversion of plans and specifications for the District's facilities is underway.

PREPARATION OF PRELIMINARY OFFICIAL STATEMENT

The Board considered authorizing Rathmann & Associates, L.P., to prepare the Preliminary Official Statement for sale of the District's Series 2009 Bonds. After discussion, Director Allen moved to authorize preparation of the Preliminary Official Statement. Director Connerly seconded the motion, which carried unanimously.

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY ("TCEQ") PRE-PURCHASE INSPECTION

The Board considered authorizing J&C to request the TCEQ pre-purchase inspection of the District's facilities proposed for reimbursement by the District from the proceeds of the Series 2009 Bonds. Upon a motion made by Director Connerly and seconded by Director Adame, the Board voted unanimously to authorize J&C to request the TCEQ pre-purchase inspection as stated.

BOND APPLICATION NO. 9

Mr. Plumley presented a Preliminary Summary of Cost for the District's proposed bond application no. 9, a copy of which is attached.

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.

HARRIS COUNTY FLOOD CONTROL DISTRICT ("HCFCD") TREE PLANTING PROGRAM

The Board deferred discussion of the Harris County Flood Control District tree planting program pending the receipt of additional information.

INTERLOCAL AGREEMENT FOR LAW ENFORCEMENT SERVICES ("AGREEMENT")

The Board considered approving the Agreement with Harris County for 2009. After discussion, Director Allen moved to approve the Agreement, a copy of which is attached. Director Connerly seconded the motion, which carried unanimously.

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FEDERAL EMERGENCY MANAGEMENT AGENCY ("FEMA") REIMBURSEMENT AND GRANT APPLICATIONS

Ms. Edwards stated that SWWC Services, Inc., is filing an application with FEMA for the reimbursement of costs incurred by the District as a result of Hurricane Ike that are not covered by the District's insurance.

Ms. Edwards stated that Harris County may file a FEMA grant application on behalf of all interested Harris County municipal utility districts rather than the individual districts. The Board deferred action regarding a grant application pending the receipt of further information.

SUPPLEMENTAL ENGAGEMENT LETTER FOR LEGISLATIVE MONITORING

Ms. Edwards presented a proposed supplemental engagement letter with ABHR for legislative monitoring services and described the services to the Board. After discussion, the Board declined to approve the supplemental engagement letter.

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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