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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

January 13, 2009

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 13th day of January, 2009, 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 Erin Garcia of Myrtle Cruz, Inc.; Dane Plumley of Jones & Carter, Inc. ("J&C"); Rene Anandel of Wheeler & Associates, Inc. ("Wheeler"); Calvin Browne of SWWC Services, Inc. ("SWWC"); Craig Rathmann of Rathmann & Associates, L.P.; Susan Edwards of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary. Director Knowles listened to the meeting by speaker phone.

BOOKKEEPER'S REPORT

The Board reviewed the bookkeeper's report and considered payment of the bills. Ms. Garcia also reviewed the District's investments, including the monthly investment report, and a year-to-date budget comparison. 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.

PRELIMINARY OFFICIAL STATEMENT ("POS")

Mr. Rathmann reviewed the POS for the District's \$16,800,000 Unlimited Tax Bonds, Series 2009 ("Bonds"). After discussion, Director Khan moved to approve the POS, and the financial advisor's engagement of disclosure counsel on behalf of the District. The motion was seconded by Director Connerly and carried by unanimous vote.

ADVERTISEMENT FOR BIDS FOR THE BONDS

The Board considered authorizing the advertisement for bids for the District's Bonds, subject to approval to advertise by the Texas Commission on Environmental Quality ("TCEQ"). Upon a motion made by Director Connerly and seconded by Director Allen, the Board voted unanimously to authorize the advertisement for bids for the Bonds as stated.

PAYING AGENT/REGISTRAR

The Board considered designating a Paying Agent/Registrar for the District's Bonds. After discussion, Director Khan moved to designate The Bank of New York Mellon Trust Company, N.A., as the Paying Agent/Registrar. Director Connerly seconded the motion, which carried unanimously.

ESCROW AGENT

The Board considered appointing Compass Bank to serve as the District's Escrow Agent for the Bonds. Upon a motion made by Director Khan and seconded by Director Connerly, the Board voted unanimously to appoint Compass Bank to serve as the Escrow Agent.

DEVELOPER REIMBURSEMENT REPORT

The Board considered retaining an auditor to prepare the developer reimbursement report for the amounts due for reimbursement to the developer from the proceeds of the Bonds. Upon a motion made by Director Khan and seconded by Director Connerly, the Board voted unanimously to retain McCall, Gibson & Company, PLLC, to prepare the report.

LETTER TO TEXAS COMMISSION ON ENVIRONMENTAL QUALITY ("TCEQ") REGARDING BOND SALE INTEREST RATE

Ms. Edwards stated no action is required on this item at this time.

TCEQ PRE-PURCHASE INSPECTION

Mr. Plumley reported that SWWC is performing repairs and maintenance on the facilities subject to reimbursement from the Bond proceeds prior to the TCEQ's pre-purchase inspection.

MINUTES

The Board considered approving the minutes of the December 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.

STATEMENTS AND QUESTIONS FROM THE PUBLIC

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

FILING OF DISCLOSURE STATEMENTS REQUIRED BY PUBLIC FUNDS INVESTMENT ACT

The Board considered accepting the Disclosure Statements from the District's bookkeeper and Investment Officers for filing with the Texas Ethics Commission as required by the Public Funds Investment Act. Upon a motion made by Director Allen and seconded by Director Connerly, the Board voted unanimously to accept the Disclosure Statements from the District's bookkeeper and Investment Officers and to authorize filing with the Texas Ethics Commission.

OMNICAP GROUP LLC PROPOSAL FOR ARBITRAGE REBATE CALCULATION ("PROPOSAL")

The Board considered accepting the Proposal related to the District's Series 2004 Refunding Bonds. Upon a motion made by Director Allen and seconded by Director Connerly, the Board voted unanimously to accept the Proposal.

TAX REPORT

Ms. Anadel reviewed the monthly tax report, which reflects that 22.18% 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 Connerly 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, LLP ("Perdue, Brandon"), a copy of which is attached.

Ms. Anadel referred the Board to a letter, attached to the Perdue, Brandon report, from Ana Landa of 14007 Long Shadow Drive submitting a check in the amount of

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\$1,000 for partial payment of her 2005 through 2007 delinquent taxes and requesting a \$400 per month installment payment agreement for the remainder. After discussion, Director Allen moved to approve the installment agreement. Director Connerly seconded the motion, which passed by unanimous vote.

OPERATIONS REPORT

Mr. Browne distributed the monthly operations report, including the effluent reporting forms indicating that there were no violations of the permitted parameters at wastewater treatment plants nos. 1 and 2 during the month of November. A copy of the operations report is attached.

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 Khan 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.

RESPONSE TO TCEQ NOTICE OF WASTEWATER TREATMENT PLANT VIOLATIONS

Mr. Browne discussed SWWC's response to the TCEQ's notice of violations at wastewater treatment plant no. 1, a copy of which is attached.

WATER SMART PROGRAM APPLICATION

Mr. Browne reported that an application on behalf of the District for participation in the Water Smart Program will be submitted by SWWC to the Association of Water Board Directors by the April, 2009, deadline.

SUPPLEMENT TO WATER AND WASTEWATER CAPACITY COST-SHARING AGREEMENT ("SUPPLEMENT") AND COLLATERAL AGENCY AGREEMENT

The Board considered approving the Supplement with FVNA Properties, Ltd. ("FVNA") providing for FVNA's provision of a letter of credit to the District for its remaining share of the water plant costs. Ms. Edwards explained that the TCEQ

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requires the Supplement as a condition to its approval for the District's sale of bonds to reimburse the developers for funds advanced to or on behalf of the District. She presented a Collateral Agency Agreement between the District and Wells Fargo Bank, N.A., for its administration of the letter of credit. Ms. Edwards reported that FVNA has executed the Supplement and provided the required letter of credit to be held by Wells Fargo Bank, N.A. After discussion, Director Allen moved to approve the Supplement and the Collateral Agency Agreement. Director Connerly seconded the motion, which carried unanimously.

OUT-OF-DISTRICT SERVICE AGREEMENT

The Board deferred discussion of the District's out-of-district water and wastewater service agreement with Harris County for the Beltway 8 Regional Park, Phase I, until March in order to allow time to obtain water usage readings.

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

The Board deferred discussion of the HCFCD tree planting program pending the receipt of additional information.

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

Mr. Plumley reported that J&C prepared, and Harris County will file, a Notice of Interest on the District's behalf with FEMA regarding a grant application by the District for lift station and wastewater treatment plant generators.

SECURITY SERVICES REPORT

The Board deferred discussion of the security services report until its January 26, 2009, meeting.

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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