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MINUTES HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

February 23, 2009

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 23rd day of February, 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.	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 and Dane Plumley of Jones & Carter, Inc. ("J&C"); Arthur Marshall, Board member of the North Channel Water Authority ("North Channel"); Michael Wilson of Ley Wilson Development, LLC ("Ley Wilson"); Chad Ferguson of BPI Realty Services, Inc.; Gina Ognoskie of KB Home; Susan M. Edwards of Allen Boone Humphries Robinson LLP ("ABHR"); and Susan Prospere, Recording Secretary.

MINUTES

The Board considered approving the minutes of the January 26, 2009, meeting. After review, Director Khan 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.

DEVELOPERS' REPORTS

Ms. Ognoskie presented a report regarding the status of home construction and sales in the District by KB Home, a copy of which is attached.

Mr. Ferguson reported on the marketing by FVNA Properties, Ltd., of its property in the District.

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Mr. Wilson reported on commercial and residential development in the District by Ley Wilson or its related entities.

NORTH CHANNEL WATER AUTHORITY 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 102.6% and that 82.34% of the water usage was surface water. Mr. Marshall reported that he met with Mr. Allen regarding concerns presented to Mr. Marshall by other North Channel directors regarding Mr. Allen's performance as General Manager and that Mr. Marshall will recommend any such concerns be raised at a meeting on the record. Finally, Mr. Marshall reported a shortfall in the principal bond amount issued for phase 2, but noted that surplus funds and interest earnings will be sufficient to cover the difference.

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 which is attached.

WATER PLANT, PHASE 1

Mr. Plumley reported on the status of the construction of the water plant, Phase 1. He recommended approval of Pay Estimate No. 3 in the amount of \$486,270 submitted by W.W. Payton Construction. After discussion, Director Knowles moved to approve Pay Estimate No. 3 as recommended. The motion was seconded by Director Connerly and carried by unanimous vote.

NEW FOREST WEST, SECTION 4, DETENTION POND

Mr. Plumley reported on the status of the construction of the New Forest West, Section 4, detention pond. Mr. Plumley stated that no Pay Estimates or Change Orders were submitted by Paskey Incorporated for the Board's approval.

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

The Board deferred approval of the revised plans and specifications prepared by 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

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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.

CARPENTER'S LANDING DETENTION POND, PHASE 3

Mr. Plumley reported that the Carpenter's Landing detention pond, Phase 3, plans and specifications have been approved by Harris County.

WASTEWATER TREATMENT PLANT NO. 2 ACCESS ROAD

Mr. Plumley reported that the design of the access road at wastewater treatment plant no. 2 is underway. The Board deferred approval of the plans and specifications for the access road pending receipt and deferred authorizing advertisement for bids for the project pending approval of the plans and specifications.

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 PERMIT AMENDMENT APPLICATION

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

BOND APPLICATION NO. 9

Mr. Plumley reported that J&C is addressing consultant comments on the District's proposed bond application no. 9. He and Mr. Martinec addressed the Board's questions regarding the costs in the bond application identified as "Contingencies" and "Administration and Organization Expense."

SPECIAL WARRANTY DEED ("DEED") FOR STONE PARK APARTMENTS LIFT STATION SITE

The Board deferred acceptance of the Deed pending receipt.

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NEW FOREST WEST DETENTION POND CLEANING AND MAINTENANCE

Mr. Plumley reported that J&C has received a proposal from Champions Hydro-Lawn, Inc., for the New Forest West, Section 1, detention pond cleaning and maintenance and will obtain additional proposals for the Board's review.

CONSENT TO ENCROACHMENT

The Board considered approving a Consent to Encroachment for Ley-Lane Partnership No. 9, L.P., for the installation of signs within District water and sanitary sewer line easements for facilities to serve The Shops at Stone Park. After discussion, Director Knowles moved to approve the Consent to Encroachment. Director Connerly seconded the motion, which carried unanimously.

WATER CONSERVATION PLAN

Ms. Edwards reviewed a flow chart reflecting requirements for the adoption of Water Conservation Plans by districts. Upon a motion made by Director Knowles and seconded by Director Adame, the Board voted unanimously to authorize ABHR to coordinate and prepare a Water Conservation Plan for the District.

SECURITY SERVICES

The Board discussed the status of security services in the District and options for financing the services, including the possible implementation of a monthly fee for security services. Director Khan suggested that the Board meet with the District's residents to discuss the possibility of assessing additional fees for security services prior to the implementation of same. The Board concurred with Director Khan's suggestion.

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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