MINUTES
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 285

May 15, 2017

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 15th day of May, 2017, 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
Walter A. Knowles, Jr.	Vice President/Investment Officer
Tom Nguyen	Secretary
Trina Francis	Assistant Vice President
Rosario Garza	Assistant Secretary

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

Also present at the meeting were Ray Arce of Wheeler & Associates, Inc. ("Wheeler & Associates"); Dana Davis of Myrtle Cruz, Inc.; William "Bill" Ehler, P.E. of LJA Engineering, Inc. ("LJA"); Calvin Browne of Municipal District Services L.L.C. ("MDS"); Arthur K. Marshall of the North Channel Water Authority ("NCWA"); Shea Walker of Champions Hydro-Lawn, Inc. ("Champions"); Craig Rathmann of Rathmann & Associates, L.P. ("Rathmann"); and Robert A. Seale and Cheryl Panozzo of Allen Boone Humphries Robinson LLP ("AHBR").

MINUTES

The Board considered approving the minutes of the April 17, 2017, regular meeting. After review and discussion, Director Knowles moved to approve the minutes of the April 17, 2017, regular meeting as presented. Director Nguyen seconded the motion, which carried unanimously.

STATEMENTS AND QUESTIONS FROM THE PUBLIC

There were no statements or questions received from the public.

SERIES 2017 UNLIMITED TAX BONDS

Mr. Rathmann discussed the District's $3,560,000 Unlimited Tax Bonds, Series 2017 ("Series 2017 Bonds"). He reviewed a report from Moody's Investors Service ("Moody's"), a copy of which is attached, and stated Moody's assigned an initial A3 rating to the Series 2017 Bonds.

DISCLOSURES PURSUANT TO MUNICIPAL SECURITIES RULEMAKING BOARD REQUIRMENTS

Mr. Rathmann stated that pursuant to the Municipal Securities Rulemaking Board requirements, Mr. Rathmann, as financial advisor to the District, has provided a written disclosure to the Board of Directors related to the Series 2017 Bonds. The Board directed that the written disclosure be filed appropriately and retained in the District's official records.

REVIEW BIDS AND AWARD SALE OF DISTRICT'S $3,560,000 UNLIMITED TAX BONDS, SERIES 2017

Mr. Rathmann stated that the District received nine bids for the $3,560,000 Unlimited Tax Bonds, Series 2017 ("Series 2017 Bonds"). A copy of the bid summary is attached. Mr. Rathmann stated he verified the accuracy of the bids and recommended that the Board accept the bid with the lowest net effective interest rate of 3.751059% submitted by Rayond James & Associates, Inc. ("Raymond James"). Mr. Rathmann stated that a good faith check was submitted by Raymond James as required. After review and discussion, Director Nguyen moved to award the sale of the District's Series 2017 Bonds to Raymond James, whose bid contained the lowest net effective interest rate. Director Francis seconded the motion, which passed by unanimous vote.

RESOLUTION AUTHORIZING THE ISSUANCE OF THE DISTRICT'S SERIES 2017 BONDS

Mr. Seale reviewed the Resolution Authorizing Issuance of the District's Series 2017 Bonds. He explained that the document sets forth, among other things, the terms and conditions of issuance and delivery of the Series 2017 Bonds, the payment of principal and interest over the life of the Series 2017 Bonds, and certain District covenants regarding the tax-exempt status of interest on the Series 2017 Bonds. After review and discussion, Director Nguyen moved to adopt the Resolution Authorizing Issuance of the District's Series 2017 Bonds and direct that the Resolution be filed appropriately and retained in the District's official records. Director Garza seconded the motion, which was approved by unanimous vote.

PAYING AGENT/REGISTRAR AGREEMENT

The Board next considered approval and execution of the Paying Agent/Registrar Agreement with The Bank of New York Mellon Trust Company, N.A. Mr. Seale stated that the agreement sets forth the provisions by which the paying agent/registrar will handle registration, transfer, and payment of the District's Series 2017 Bonds. After review and discussion, Director Nguyen moved to approve and execute the Paying Agent/Registrar Agreement with The Bank of New York Mellon Trust Company, N.A. and direct that the Agreement be filed appropriately and retained

in the District's official records. Director Garza seconded the motion, which carried unanimously.

APPROVE ESCROW AGREEMENT

Mr. Seale reviewed the Escrow Agreement with Compass Bank. After review and discussion, and upon a motion by Director Nguyen and seconded by Director Garza, the Board voted unanimously to authorize execution of the Escrow Agreement with Compass Bank and direct that the Agreement be filed appropriately and retained in the District's official records.

OFFICIAL STATEMENT

Mr. Seale explained that the Preliminary Official Statement would be revised to reflect the terms of this sale, including the purchaser, interest rates, and debt service requirements. After discussion, Director Nguyen moved to approve the Official Statement and direct that the Official Statement be filed appropriately and retained in the District's official records. Director Garza seconded the motion, which was approved by unanimous vote.

CERTIFICATE REGARDING PROVISION OF FINANCIAL ADVICE

Mr. Seale presented a Certificate Regarding Provision of Financial Advice related to the Series 2017 Bonds. After review and discussion, Director Nguyen moved to approve the Certificate Regarding Provision of Financial Advice related to the Series 2017 Bonds and direct that the Certificate be filed appropriately and retained in the District's official records. Director Garza seconded the motion, which passed by unanimous vote.

AUTHORIZE THE BOARD OF DIRECTORS TO EXECUTE ALL DOCUMENTS RELATING TO THE BOND SALE AND AUTHORIZE ATTORNEY AND FINANCIAL ADVISOR TO TAKE ALL NECESSARY ACTION TO DELIVER BONDS TO PURCHASER

Mr. Seale stated that it will be necessary for the President or Vice President and the Secretary of the Board to sign documents relating to the sale of the Series 2017 Bonds, and for ABHR to submit a transcript of the bond proceedings to the Attorney General of Texas. He added that ABHR and the financial advisor also will take necessary action in connection with the delivery of the bonds to the purchaser. After discussion, Director Nguyen moved to authorize the President or Vice President and Secretary to sign the documents relating to the bond sale and to authorize the attorney and financial advisor to take all necessary action to deliver the bonds to the purchaser. Director Garza seconded the motion, which passed by unanimous vote.

APPROVE CHECK TO ATTORNEY GENERAL RELATING TO BOND ISSUE TRANSCRIPT REVIEW

The Board considered approving a check in the amount of $3,560.00 to the Attorney General for the Series 2017 Bonds transcript review. After discussion, Director Nguyen moved to authorize execution of a check to the Attorney General in the amount of $3,560.00 for bond transcript review. Director Garza seconded the motion, which was approved by unanimous vote.

AMENDMENT TO INFORMATION FORM

Mr. Seale stated that the Texas Water Code requires the District to file an Amendment to Information Form with Harris County and the Texas Commission on Environmental Quality ("TCEQ") in order to reflect the amount of bonds issued by the District. He then reviewed the Amendment to Information Form with the Board. After review and discussion, Director Nguyen moved to authorize execution of the Amendment to Information Form and direct that the Amendment be filed appropriately and retained in the District's official records. Director Garza seconded the motion, which passed by unanimous vote.

SERIES 2017 UNLIMITED TAX REFUNDING BONDS ("SERIES 2017 REFUNDING BONDS")

Mr. Rathmann distributed and reviewed information on the Series 2017 Refunding Bonds, a copy of which is attached.

DISCLOSURES PURSUANT TO MUNICIPAL SECURITIES RULEMAKING BOARD REQUIRMENTS

Mr. Rathmann stated that pursuant to the Municipal Securities Rulemaking Board requirements, Mr. Rathmann, as financial advisor to the District, has provided a written disclosure to the Board of Directors related to the Series 2017 Refunding Bonds. Mr. Rathmann also reviewed disclosure letters from SAMCO Capital Markets, Inc. ("SAMCO") and RBC Capital Markets, LLC ("RBC"). The Board directed that the written disclosures be filed appropriately and retained in the District's official records.

PRELIMINARY OFFICIAL STATEMENT FOR THE DISTRICT'S SERIES 2017 REFUNDING BONDS

Mr. Rathmann reviewed the Preliminary Official Statement for the District's Series 2017 Refunding Bonds. After review and discussion, Director Nguyen moved to approve the Preliminary Official Statement. Director Francis seconded the motion, which passed by unanimous vote.

DESIGNATE UNDERWRITER

Mr. Rathmann presented and reviewed a Notification Regarding Selection of Underwriters and Underwriters' Compensation ("Notification"). Following review and discussion, Director Nguyen moved to approve the Notification and direct that it be filed appropriately and retained in the District's records. Director Francis seconded the motion, which passed unanimously.

Mr. Rathmann recommended that the Board designate SAMCO and RBC as the underwriters for the Series 2017 Refunding Bonds. Following discussion, Director Nguyen moved to designate SAMCO and RBC as underwriters for the Series 2017 Refunding Bonds. Director Francis seconded the motion, which passed by unanimous vote.

APPOINT PAYING AGENT/REGISTRAR AND ESCROW AGENT

The Board considered appointing a paying agent/registrar and escrow agent for the Series 2017 Refunding Bonds. Following review and discussion, Director Francis moved to appoint The Bank of New York Mellon Trust Company, N.A., as the District's paying agent/registrar and escrow agent for the Series 2017 Refunding Bonds. Director Nguyen seconded the motion, which passed by unanimous vote.

RESOLUTION AUTHORIZING THE ISSUANCE OF THE SERIES 2017 REFUNDING BONDS AND AUTHORIZE THE BOARD OF DIRECTORS TO SIGN ALL DOCUMENTS RELATING TO THE SALE OF THE BONDS

Mr. Seale reviewed a Resolution Authorizing the Issuance of the Series 2017 Refunding Bonds. The Board discussed delegating authority to Director Garza, with Directors Allen and Nguyen as alternates, to coordinate with Rathmann on the sale of the Refunding Bonds.

The Board discussed parameters for the sale of the Series 2017 Refunding Bonds and, based upon Mr. Rathmann's recommendations, considered setting a net present value savings of at least 5.5% and the maximum principal amount of the Series 2017 Refunding Bonds at $7,000,000.

Following review and discussion, Director Nguyen moved to (1) adopt the Resolution Authorizing the Issuance of the Series 2017 Refunding Bonds and direct that the Resolution be filed appropriately and retained in the District's official records; (2) delegate authority to Director Garza and, as alternates, Directors Allen and Nguyen, to work with Rathmann to effect the sale of the Series 2017 Refunding Bonds and authorize her/his execution of any necessary documents related to the Series 2017 Refunding Bonds; and (3) authorize the financial advisor to proceed with the sale of the Series 2017 Refunding Bonds contingent upon a net present value savings of at least

5.5% and a maximum principal amount of $7,000,000. Director Francis seconded the motion, which was approved by unanimous vote.

AUTHORIZE THE DISTRICT'S ATTORNEY AND THE FINANCIAL ADVISOR TO TAKE ALL NECESSARY ACTION IN CONNECTION WITH THE ISSUANCE OF THE DISTRICT'S SERIES 2017 REFUNDING BONDS

The Board next considered authorizing ABHR and Rathmann to take all necessary action in connection with the issuance of the Refunding Bonds and to deliver the Series 2017 Refunding Bonds to the purchaser. After discussion, Director Nguyen moved to authorize ABHR and Rathmann to take all necessary action in connection with the issuance of the Series 2017 Refunding Bonds to deliver the Series 2017 Refunding Bonds to the purchaser. Director Francis seconded the motion, which carried by unanimous vote.

CERTIFICATE REGARDING PROVISION OF FINANCIAL ADVICE

Mr. Seale presented a Certificate Regarding Provision of Financial Advice related to the Series 2017 Refunding Bonds. After review and discussion, Director Nguyen moved to approve the Certificate Regarding Provision of Financial Advice related to the Series 2017 Refunding Bonds and direct that the Certificate be filed appropriately and retained in the District's official records. Director Francis seconded the motion, which passed by unanimous vote.

CHECK TO ATTORNEY GENERAL RELATING TO BOND ISSUE TRANSCRIPT REVIEW

The Board considered approving a check to the Attorney General for review of the transcript for the Series 2017 Refunding Bonds. After discussion, Director Nguyen moved to authorize execution of a check to the Attorney General for bond transcript review. Director Francis seconded the motion, which passed by unanimous vote.

TRAVEL REIMBURSEMENT GUIDELINES

Mr. Seale reviewed the District's Travel Reimbursement Guidelines applicable to any Board member's attendance at the Association of Water Board Directors summer conference in Corpus Christi. He encouraged the Board to direct any questions to the District's bookkeeper. Following review and discussion, Director Nguyen moved to authorize up to four per diems and three nights of hotel accommodations for Directors attending the Association of Water Board Directors summer conference in Corpus Christi except for Director Knowles, for whom five per diems and four nights may be authorized if he attends Public Funds Investment Training, all to be submitted in accordance with the District's Travel Reimbursement Guidelines. Director Francis seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Davis presented and reviewed the bookkeeper's report, budget comparison, schedule of investments, and the District's bills for payment. A copy of the bookkeeper's report is attached. After review and discussion, Director Nguyen moved to approve the bookkeeper's report, the investment report, and payment of the bills. Director Garza seconded the motion, which passed unanimously.

TAX ASSESSMENT AND COLLECTION MATTERS

Mr. Arce reviewed the monthly tax report and delinquent tax roll, copies of which are attached, and noted that 98.52% of the District's 2016 taxes have been collected through April 30, 2017. The Board then reviewed the delinquent tax report prepared by Perdue, Brandon, Fielder, Collins & Mott, LLP, a copy of which is attached. After review and discussion, Director Francis moved to (1) approve the tax report and payment of the tax bills; and (2) approve the delinquent tax report. Director Garza seconded the motion, which passed by unanimous vote.

WEBSITE MATTERS

There was no discussion on the District website.

SECURITY SERVICES REPORT

The Board reviewed the security report from the Harris County Sheriff's Office, a copy of which is attached.

DEVELOPMENT IN THE DISTRICT

The Board discussed development in the District.

NCWA REPORT

Mr. Marshall reviewed a report on NCWA matters, a copy of which is attached.

DETENTION FACILITIES REPORT

Mr. Walker reviewed the Detention and Drainage Facilities Report from Champions, a copy of which is attached. He reviewed a proposal from Champions, a copy of which is attached, for mowing and maintenance of the District's detention and drainage facilities, including the waterline site and ditch located north of the Plantation of Woodforest neighborhood, in the total annual amount of $89,740.60. Following review and discussion, Director Nguyen moved to approve the proposal from

Champions in the annual amount of $89,740.60. Director Garza seconded the motion, which passed unanimously.

GARBAGE COLLECTION AND RECYCLING SERVICES MATTERS

The Board reviewed and discussed a report on garbage collection and recycling services from Best Trash, LLC, a copy of which is attached.

ENGINEER'S REPORT

Mr. Ehler presented the engineer's report, a copy of which is attached, including the projects specifically addressed as follows:

NEW FOREST WATER AND SANITARY SEWER EXTENSIONS

Mr. Ehler updated the Board on the plans and specifications for the New Forest Town Center water and sanitary sewer extensions. He stated LJA submitted plans for agency and pipeline review.

NEW FOREST TOWN CENTER DETENTION FACILITIES

Mr. Ehler updated the Board on the plans and specifications for the New Forest Town Center detention facilities. He stated Atkinson Engineers initiated advertisement for bids for the project and that bids are due on June 1, 2017.

WASTEWATER TREATMENT PLANT ("WWTP") NO. 2 FINE SCREEN REPLACEMENT

Mr. Ehler gave an update on the WWTP No. 2 fine screen replacement. He recommended approval of Pay Estimate No. 2 to C4 Partners, LLC in the amount of $123,045.12.

WWTP NO. 2 EXPANSION, INCLUDING TRIFURCATION

Mr. Ehler updated the Board on the WWTP No. 2 expansion. He recommended approval of Pay Estimate No. 3 to N&S Construction Co., LP in the amount of $91,105.38.

LIFT STATION NO. 2 EXPANSION

Mr. Ehler updated the Board on construction of the lift station no. 2 expansion.

WATER PLANT STORMWATER PUMP STATION AND FORCE MAIN

Mr. Ehler gave an update on the plans and specifications for the Water Plant stormwater pump station and forcemain to address drainage issues within the Water Plant site for the District's joint water supply system with Harris County Fresh Water Supply District No. 51 and stated construction will be delayed until LJA determines if the necessary access and utility easements from the Water Plant site to the subdivision south of the site exist or can be obtained.

UTILITY COMMITMENT REQUESTS

Mr. Ehler discussed with the Board the status of the Hampton Inn & Suites, the Checkers restaurant, and the redevelopment of the Wallisville Road church site. He reported regarding a new building addition within the existing Galena Park Independent School District ("GPISD") High School site and discussion ensued regarding whether a tax-exempt user fee will be charged. Following discussion, the Board directed MDS to determine GPISD's actual water and wastewater usage from District facilities and forward such information to LJA.

PROPOSALS FOR ENGINEERING SERVICES

Mr. Ehler presented a proposal from LJA in the amount of $60,000, a copy of which is included in the engineer's report, for engineering services related to replacement of the WWTP No. 1 fine screen, and he requested the Board's authorization to prepare plans and specifications for replacement of the WWTP No. 1 fine screen.

After review and discussion, Director Nguyen moved to (1) approve the engineer's report; (2) approve Pay Estimate No. 2 in the amount of $123,045.12 for the WWTP No. 2 fine screen replacement; (3) approve Pay Estimate No. 3 in the amount $91,105.38 for the WWTP No. 2 expansion; and (4) approve the proposal from LJA in the amount of $60,000 and authorize LJA to prepare plans and specifications for replacement of the WWTP No. 1 fine screen. Director Francis seconded the motion, which passed by unanimous vote.

OPERATIONS REPORT

Mr. Browne distributed and reviewed the monthly operations report, a copy of which is attached, and reviewed the maintenance and repair items included in the report.

Mr. Browne reported on a permit excursion at WWTP No. 1 for the month of April 2017.

Mr. Browne reported on the survey of sanitary sewer manholes in the District, and stated the survey is in underway.

After review and discussion, Director Nguyen moved to approve the operations report. Director Knowles seconded the motion, which passed by unanimous vote.

HEARING REGARDING TERMINATION OF SERVICE

Mr. Browne presented a list of delinquent customers and reported 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 services should not be terminated for reason of non-payment. Following review and discussion, Director Nguyen moved to authorize termination of delinquent accounts in accordance with the District's Rate Order and direct that the delinquent customer list be filed appropriately and retained in the District's official records. The motion was seconded by Director Knowles and passed by unanimous vote.

APPROVE AND AUTHORIZE OPERATOR TO FILE ANNUAL WATER LOSS AUDIT AND ANNUAL REPORT ON IMPLEMENTATION OF WATER CONSERVATION PLAN AND AUTHORIZE SUBMITTAL TO THE TEXAS WATER DEVELOPMENT BOARD ("TWDB")

Mr. Browne reported submittal to the TWDB of a water loss audit (the "Audit") or a report on implementation of water conservation plan (the "Report") is not required by the District for the year 2016. He stated municipal utility districts with a population of less than 10,000 are only required to submit the Audit and the Report every five years and noted, per the TCEQ annual inspection, the registered population for the District is 9,876. Mr. Seale noted that, while the Report might not need to be submitted to the TWDB annually, it is required to be produced annually by the District's Water Conservation Plan.

REVIEW CRITICAL LOAD SPREADSHEET FOR DISTRICT'S FACILITIES

The Board reviewed an updated Critical Load Spreadsheet ("CLS") for the District's facilities. Mr. Seale stated that the District is required to report its critical load facilities annually to the Harris County Emergency Management Coordinator, the Public Utility Commission of Texas, the Division of Emergency Management of the Governor's office, the District's retail electric provider, and the District's transmission and distribution utility company. Mr. Seale noted that the CLS has been reviewed by the District's operator, engineer, and bookkeeper prior to the meeting. Following review and discussion, Director Nguyen moved to (1) approve the CLS; (2) authorize ABHR to file the CLS with the Harris County Emergency Management Coordinator, the Public Utility Commission of Texas, the Division of Emergency Management of the Governor's office, the District's retail electric provider, and the District's transmission and distribution utility company; and (3) direct that the CLS be filed appropriately and

retained in the District's official records. Director Francis seconded the motion, which carried unanimously.

RESOLUTION AUTHORIZING OPERATOR TO TRANSACT BUSINESS WITH BBVA COMPASS BANK FOR TREASURY MANAGEMENT SERVICES

Mr. Seale reported MDS is entering into a Treasury Management Services Agreement with BBVA Compass Bank. He reviewed a Resolution Authorizing Operator to Transact Business with BBVA Compass Bank for Treasury Management Services. After review and discussion, Director Garza moved to adopt the Resolution Authorizing Operator to Transact Business with BBVA Compass Bank for Treasury Management Services and direct that the Resolution be filed appropriately and retained in the District official records. Director Francis seconded the motion, which passed by unanimous vote.

DISTRICT MEETING SCHEDULE

The Board concurred to hold its next regular meeting on Monday, June 19, 2017, at 6:30 p.m. at ABHR.

There being no further business to come before the Board, the meeting was adjourned by agreement.

(SEAL)

Asst. Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

	Minutes Page
Report from Moody's	1
Bid summary for Series 2017 Bonds	2
Information on the Series 2017 Refunding Bonds	4
Bookkeeper's report	7
Tax report and delinquent tax roll	7
Delinquent tax report	7
Security report	7
Report on NCWA matters	7
Detention and drainage facilities report from Champions	7
Proposal from Champions	7
Garbage collection and recycling services report from Best Trash	8
Engineer's report	8
Operations report	9