

MINUTES OF REGULAR MEETING  
OF  
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 165

April 19, 2007

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF HARRIS   §

The Board of Directors of Harris County Municipal Utility District No. 165 (the "Board") convened in regular session, open to the public, on April 19, 2007, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, the regular meeting place outside the boundaries of the District, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Jacqueline Jackson	President
Alan Bentson	Vice President
Ira Rabourn	Secretary/Treasurer/Investment Officer
Reginald Cobb	Assistant Vice President
Miranda Bussey	Assistant Secretary

and all of said directors were present except Director Rabourn, thus constituting a quorum.

Also present at the meeting were David Keel of KMS Engineering, LLP; Jan Bartholomew of RBC Capital Markets ("RBC"); and Jane Miller of Allen Boone Humphries Robinson LLP.

AWARD CONTRACT AND APPROVE LETTER FINANCING AGREEMENT FOR PINE CREEK AT CANYON LAKES WEST, SECTION 5

Mr. Keel reviewed bids received for construction of water, sewer and drainage facilities to serve Pine Creek at Canyon Lakes West, Section 5. After discussion, based on the engineer's recommendation, and because it would result in the best and most economical completion of the project, Director Cobb moved to award the contract to Jaho, Inc. in the amount of \$424,696.35 subject to review of the payment and performance bonds by Allen Boone Humphries Robinson LLP and to authorize execution of a letter financing agreement to Beazer Homes Texas, L.P. The motion was seconded by Director Bentson, and passed unanimously. A copy of the Letter Financing Agreement is attached.

UPDATE ON BOND APPLICATION NO. 7 AND APPROVE PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL NOTICE OF SALE

Ms. Bartholomew updated the Board on the status of the bond application and reviewed the Preliminary Official Statement ("POS") with the Board. After review and discussion, Director Bussey moved that the Board approve the POS, subject to completion and attorney final review. Director Cobb seconded the motion, which carried unanimously. A copy of the POS is attached.

APPOINT PAYING AGENT/REGISTRAR

Ms. Bartholomew recommended that the Board appoint Bank of New York to be the Paying Agent/Registrar for the Series 2007 Bonds. Director Bussey then moved that the Board appoint Bank of New York to be the Paying Agent/Registrar for the Series 2007 Bonds. Director Cobb seconded the motion, which carried unanimously.

AUTHORIZE FINANCIAL ADVISOR TO BID ON BONDS AND ADOPT RESOLUTION AUTHORIZING FINANCIAL ADVISOR TO BID ON SERIES 2007 BONDS

Ms. Bartholomew requested authorization for RBC to submit a bid for the District's Series 2007 Bonds and presented a Resolution Authorizing the Financial Advisor to Bid on the District's Series 2007 Bonds ("Resolution"). After review and discussion, Director Bussey moved that the Board authorize the financial advisor to bid on the Series 2007 Bonds and adopt the Resolution. Director Cobb seconded the motion, which carried unanimously. A copy of the Resolution is attached.

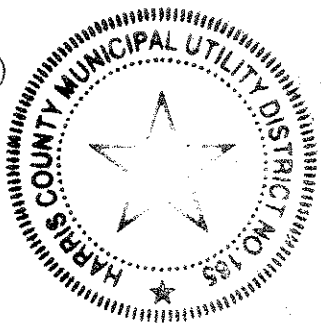
AUTHORIZE ADVERTISEMENT FOR THE SALE OF THE SERIES 2007 BONDS AND SCHEDULE BOND SALE

Ms. Bartholomew discussed with the Board the requirements for advertising for the sale of the bonds and requested authorization to advertise the sale of the bonds. After review and discussion, Director Bussey moved that the Board authorize the financial advisor to advertise the sale of the bonds and schedule the bond sale for Thursday, May 3, 2007 at 6:00 p.m. Director Cobb seconded the motion, which carried unanimously.

There being no further business to consider, Director Bentson made a motion that the meeting be adjourned. The motion was seconded by Director Bussey and carried unanimously.

  
Secretary, Board of Directors

(SEAL)



LIST OF ATTACHMENTS TO MINUTES

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