

MINUTES
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 165

July 16, 2015

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 165 (the "District") met in special session, open to the public, on the 16th day of July, 2015, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2400, Houston, Texas, outside the boundaries of the District, and the roll was called of the members of the Board:

Alan Bentson	President
David Molina	Vice President
Wayne Green	Secretary
Janet Davidson	Assistant Secretary
Keith Maddox	Assistant Vice President

and all of the above were present, except Directors Molina and Maddox, thus constituting a quorum.

Also present at the meeting were Josh Wailes and Kendall Purgatorio of Mike Stone Associates, Inc. ("MSA"); Stephen Eustis of Robert W. Baird & Co.; and Jane Miller of Allen Boone Humphries Robinson LLP ("ABHR").

PAYING AGENT

Mr. Eustis discussed with the Board the proposed bond sale for the Series 2015 Unlimited Tax Bonds (the "Bonds"). Mr. Eustis recommended that the Board appoint Amegy Bank N.A. to be the Paying Agent/Registrar for the Bonds. Director Davidson then moved that the Board appoint Amegy Bank N.A. to be the Paying Agent/Registrar for the Bonds. Director Green seconded the motion, which carried unanimously.

ESCROW AGENT

No action was taken on this agenda item.

PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL NOTICE OF SALE

Mr. Eustis updated the Board on the status of the bond application, the District's pending bond anticipation note and reviewed the Preliminary Official Statement ("POS") for the Bonds with the Board. Mr. Eustis discussed the closing schedule with the Board. After review and discussion, Director Davidson moved to approve the POS, subject to final consultant review. Director Green seconded the motion, which carried unanimously.

ADVERTISEMENT FOR SALE OF THE SERIES 2015 UNLIMITED TAX BONDS AND BOND SALE

Mr. Eustis 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 Davidson moved to authorize the financial advisor to advertise the sale of the Bonds and schedule the bond sale for August 6, 2015. Director Green seconded the motion, which carried unanimously.

ENGAGE AUDITOR TO PREPARE DEVELOPER REIMBURSEMENT REPORT

The Board reviewed engagement terms and conditions for BKD, LLP to conduct the developer reimbursement audit for the Bonds. After review and discussion, Director Davidson moved that the Board engage BKD, LLP to conduct the developer reimbursement audit for the Bonds. Director Green seconded the motion, which carried unanimously.

SUPPLEMENTAL ENGAGEMENT LETTER WITH ABHR REGARDING SERIES 2015 UNLIMITED TAX BONDS

The Board next considered approving a supplemental engagement letter with ABHR reducing the bond counsel fee for the District's 2015 bond transaction. Upon a motion by Director Davidson and a second by Director Green, the Board voted unanimously to approve the supplemental engagement letter.

PARK MAINTENANCE

Ms. Purgatorio reviewed with the Board itemized options for power washing park facilities and grounds in Tealbrook Park, Cypress Springs Park and Amhurst Park and concurred to defer further discussion until the August regular meeting.

ENGINEERING MATTERS

The Board reviewed a letter of recommendation from Jones & Carter regarding water, sewer and drainage facilities to serve Mirabella, Sections 8, 9, 10 and 11, reviewed bids and recommended the Board award the contract to the lowest qualified bidder, Monarch Civil Constructors, LLC in the amount of \$1,270,872.60. After review and discussion, and because it would result in the best and most economical completion of the project, Director Davidson moved to approve the award of the contract to Monarch Civil Constructors, LLC, subject to verification of payment and performance bonds and insurance. Director Green seconded the motion which passed unanimously.

There being no additional business to consider, the meeting was adjourned.



Secretary, Board of Directors

(SEAL)

