

**MINUTES OF SPECIAL MEETING
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 191
SEPTEMBER 17, 2009**

**STATE OF TEXAS §
 §
COUNTY OF HARRIS §**

The Board of Directors of Harris County Municipal Utility District No. 191 of Harris County, Texas, met in special session, open to the public, beginning at 7:00 P.M., at the Champions MPC Clubhouse, 13719 Champions Centre Drive Houston, Texas 77069, on the 17th day of September, 2009, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Edward A. Monto	President
Robert Price	Vice President
Errol Wirasinghe	Secretary
Vaughan G. Miller	Treasurer
Ernest F. Gigliotti	Assistant Secretary

and all of said directors were present excepting, thus constituting a quorum.

Persons also present included John Howell of The GMS Group; Michael Cole and Cindy Nichols of Michael A. Cole, P.C.; and James L. Dougherty, Jr.

SERIES 2009 UNLIMITED TAX REFUNDING BONDS

John Howell presented the terms of a proposal he had negotiated for the issuance and sale of the District's \$5,890,000 Series 2009 Unlimited Tax Refunding Bonds and made a brief explanation of the evolution of the proposal which essentially doubled the original projected savings from what had originally been presented to the Board. It was noted that the present value savings exceeded 8% and that the transaction was done on the basis of the District's underlying credit rating of A+ from S & P, without bond insurance. Director Price and President Monto asked Mr. Howell to be sure that the Final Official Statement correctly reflects the amount of the District's annual transfer of funds it receives from sales tax revenues, to which Mr. Howell stated he would be sure the correct amount is reflected. Board members requested Mr. Dougherty to review the Final Official Statement and provide comments to Mr. Howell. The Board reached a consensus to move forward with the sale of the District's Series 2009 Unlimited Tax Refunding Bonds

Bond Purchase Agreement.

Director Price moved that the Bond Purchase Agreement with RBC Capital Markets Corporation be authorized, which motion was seconded by Director Gigliotti and carried by unanimous vote.

Order Authorizing Issuance of the District's Series 2009 Unlimited Tax Refunding Bonds.

Director Price moved approval of the Order authorizing the issuance of the District's Series 2009 Unlimited Tax Refunding Bonds in the principal amount of \$5,890,000, which motion was seconded by Director Gigliotti and carried by unanimous vote.

Final Official Statement.

Director Price next moved the approval of the Final Official Statement consistent with the terms of the bond sale and any changes from District's counsel, which motion was seconded by Director Gigliotti and carried by unanimous vote.

DTC Agreement.

Director Price next moved the approval of an Agreement with DTC in connection with the District's Series 2009 Unlimited Tax Refunding Bonds and execution of a Blanket Issuer Letter of Representations, which motion was seconded by Director Gigliotti and carried by unanimous vote.

Paying Agent/Registrar Agreement.

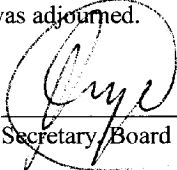
Director Price moved that a Paying Agent/Registrar Agreement be authorized with The Bank of New York Mellon Trust Company, N.A. to serve as Paying Agent and Registrar in connection with the District's Series 2009 Unlimited Tax Refunding Bonds, which motion was seconded by Director Gigliotti and carried by unanimous vote.

Finally, Director Price moved that such other actions as necessary to effect the issuance, sale and delivery of the District's Series 2009 Unlimited Tax Refunding Bonds be authorized, which motion was seconded by Director Gigliotti and carried by unanimous vote.

Mr. Monto and Mr. Dougherty responded to various inquiries about the FM 1960 project. No action was taken.

There being no other business, the meeting was adjourned.

(SEAL)



Secretary, Board of Directors