

MINUTES OF MEETING
OF
BOARD OF DIRECTORS
January 13, 2009

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BRIDGESTONE MUNICIPAL UTILITY DISTRICT §

The Board of Directors (the "Board") of Bridgestone Municipal Utility District (the "District") met in special session, open to the public, at the Jerry Thomas Center, 4403 Lost Lake Lane, Spring, Texas, its regular meeting place within the boundaries of the District, on Tuesday, January 13, 2009, at 7:00 p.m.; whereupon, the roll was called of the members of the Board, to-wit:

Adrian E. Steffes	President
Jim Marks	Vice President
Linda D. Theiss	Secretary
Ronald W. Schkade	Assistant Secretary
Skip Warren	Treasurer

All members of the Board were present, except Director Schkade, thus constituting a quorum. Director Schkade monitored the meeting by conference call. Also attending the meeting were: Mr. Gene Conner, General Manager for the District; and Mr. Erich Peterson, P.E. of Jones & Carter, Inc., engineers for the District.

WHEREUPON, the meeting was called to order and evidence was presented that public notice of the meeting had been given in compliance with the law. The posted notices of the meeting are attached hereto.

REVIEW AND DISCUSS OPERATION SERVICES CONTRACT

A discussion first ensued regarding the District's Operating Agreement with SouthWest Water Company ("SWWC"). The Board determined that the 60-day notice of termination would be authorized at the Board's meeting scheduled for March 17, 2009, after the sale of the District's Series 2009-A Bonds, as discussed with Mr. L. Carlin Short, II, the District's financial advisor.

REVIEW AND DISCUSS LIGHTING AND SIGNAGE FOR DISTRICT'S ELEVATED STORAGE TANK

A discussion then ensued regarding lighting and signage for the District's Elevated Storage Tank (the "EST"), soon to be under construction by the District. The Board requested that Mr. Peterson bring more information on signage and lighting for the EST for review and consideration at the Board's February 17th meeting.

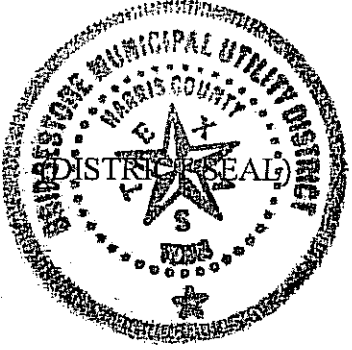
REVIEW OF PROPOSALS FOR INSTALLATION OF WOODEN FENCE AT WATER PLANT NO. 3

A discussion next ensued regarding proposals for the wooden fence at Water Plant No. 3. The Board requested that Mr. Conner obtain two (2) additional proposals since the Board currently has only two (2) bids to consider.

There being no further business to come before the Board, the meeting was adjourned at 8:15 p.m.

These minutes were prepared from notes taken by Mr. Conner and received from Mr. Conner on March 9, 2009, a copy of which can be found in the District's files.

PASSED, APPROVED AND ADOPTED this 17th day of March, 2009.



Linda Hess
Secretary, Board of Directors