

MINUTES OF MEETING
OF
BOARD OF DIRECTORS

June 6, 2017

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, June 6, 2017, at 6:00 p.m.; whereupon, the roll was called of the members of the Board, to-wit:

Jim Marks	President
Adrian E. Steffes	Vice President
John "Skip" W. Warren	Secretary
Ronald W. Schkade	Assistant Secretary
Mikuel K. Draper	Director

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: Messrs. Ricardo Martinez and Justin Myers, of Martinez Architects, LP ("Martinez Architects"); Mr. Brad Dill of BD Realty Advisors, L.L.C.; and Mr. Jonathan D. Polley, attorney, and Ms. Alison Miller, paralegal, of Radcliffe Bobbitt Adams Polley PLLC, attorneys 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 APPROVE CONTRACT WITH MARTINEZ ARCHITECTS

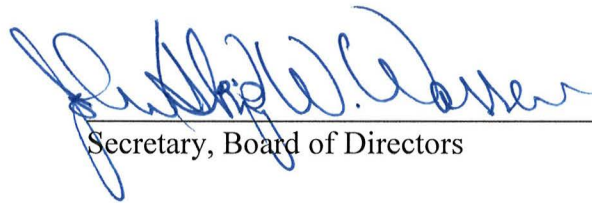
Mr. Martinez presented the Professional Services Agreement (the "Agreement") to the Board. Mr. Polley stated that he had reviewed the Agreement and provided revisions to Mr. Martinez, which had been incorporated into the Agreement. Mr. Polley explained that the Agreement does contemplate that the Board may terminate the Agreement prior to construction and, as a result, the billings will be hourly until a construction price is known. Mr. Martinez stated that the first phase of the project is primarily a feasibility phase, and that Board reserves the right to terminate the process at any point. Mr. Martinez further stated that Martinez Architects will not move forward on any phase of the project without Board approval. Upon motion by Director Warren, seconded by Director Steffes, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize execution of the contract with Martinez Architects.

DISCUSS PROPOSED DISTRICT ADMINISTRATION BUILDING, INCLUDING POSSIBLE LAND ACQUISITION, AND TAKE ANY NECESSARY ACTIONS ON SAME

Mr. Dill reported that he visited the property on Rhodes Road that contains a warehouse building that could be renovated to suit the District's needs. Mr. Dill stated that the warehouse building is likely more space than the District needs, but that portions of the building could be leased back to the existing owner. Mr. Dill also noted that the property already has existing parking. Mr. Myers stated that Martinez Architects could prepare a cost-benefit analysis of the renovation cost plus the property purchase price, versus construction of a new building from the ground up. Discussion ensued regarding various property options. Director Warren asked that Martinez Architects work with Mr. Dill to prepare pros and cons of a renovation versus construction of a new building. The Board agreed on June 27, 2017 as the next special meeting date.

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

PASSED, APPROVED AND ADOPTED this 18th day of July, 2017.


Secretary, Board of Directors

