

MINUTES OF MEETING
OF
BOARD OF DIRECTORS

August 25, 2015

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, August 25, 2015, 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: Mr. John Howell, Jr. of The GMS Group, L.L.C., financial advisor for the District; and Mr. Jonathan D. Polley, attorney, and Ms. Brooke T. Dold, paralegal, of Radcliffe Bobbitt Adams Polley PLLC, attorneys for the District.

WHEREUPON, the meeting was called to order by Director Marks and evidence was presented that public notice of the meeting had been given in compliance with the law.

OPEN AND ACCEPT BIDS FOR \$6,410,000 BRIDGESTONE MUNICIPAL UTILITY DISTRICT WATERWORKS AND SEWER SYSTEM COMBINATION UNLIMITED TAX AND REVENUE BONDS, SERIES 2015 (THE "SERIES 2015 BONDS")

Mr. Howell first distributed a summary of the six (6) bids that were received earlier in the day for the purchase of the District's Series 2015 Bonds, a copy of which is attached hereto. Mr. Howell reported that Standard & Poor's had assigned a rating of "A" on the Series 2015 Bonds. Mr. Howell then recommended that the Board accept the bid of Robert W. Baird & Co., Inc. ("Robert W. Baird") to purchase the Series 2015 Bonds at a cash price of \$6,232,868.40, which represents 97.236637% of the par value, and at a net effective interest rate of 3.453071%. Mr. Howell also reported that Robert W. Baird will have the Series 2015 Bonds insured by Assured Guaranty Municipal Corp., for which Robert W. Baird will pay a premium of \$36,000. Mr. Howell then passed out Cash Flow Sheets, copies of which are attached hereto, and explained that the District's tax rate would not be threatened by the issuance of additional debt and recommended that the Board award the sale to Robert W. Baird. Upon motion by Director

Steffes, seconded by Director Warren, after full discussion and the question being put to the Board, the Board voted unanimously to accept the bid of Robert W. Baird for the purchase of the Series 2015 Bonds.

AUTHORIZE FINANCIAL ADVISOR AND BOND COUNSEL TO FINALIZE THE OFFICIAL STATEMENT

Mr. Howell stated that the Official Statement would be revised to reflect the terms of the sale and issuance of the Series 2015 Bonds. 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 authorize the financial advisor and bond counsel to finalize the Official Statement.

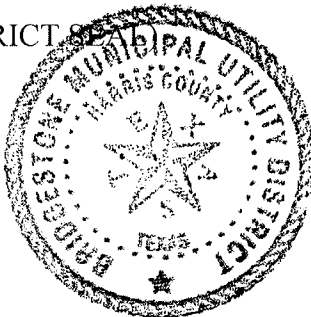
Mr. Polley then reviewed item nos. 3 through 7 on the Agenda and recommended that the Board consolidate item nos. 3 through 7 on the Agenda into one (1) motion. Upon motion by Director Warren, seconded by Director Steffes, after full discussion and the question being put to the Board, the Board voted unanimously to take the following actions: 1) adopt the Order Authorizing Issuance of the Series 2015 Bonds; 2) approve and authorize execution of the General Certificate, Signature Identification and No-Litigation Certificate, Tax Exemption, and IRS Form 8038-G; 3) approve and authorize execution of the letters to the Attorney General and Comptroller of Public Accounts in connection with the issuance of the Series 2015 Bonds; 4) approve and authorize execution of Paying Agent/Registrar Agreement with The Bank of New York Mellon Trust Company, N.A.; and 5) approve and authorize execution of all other documents and authorize financial advisor, bond counsel and underwriter to take all other necessary actions in connection with the sale and issuance of the Series 2015 Bonds.


Mr. Polley informed the Board that the closing and funding of the Series 2015 Bonds has been scheduled on Tuesday, September 22, 2015.

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

PASSED, APPROVED AND ADOPTED this 15th day of September, 2015.

(DISTRICT 8)




Secretary, Board of Directors