

MINUTES
W.C. & A.N. MILLER DEVELOPMENT COMPANY
BOARD OF DIRECTORS TELECONFERENCE
October 16, 2009

Participants:

Robert (Bob) Beers, Jr.
Katharine (Kathy) Kile
Geoffrey (Geoff) Miller
Monica Satrape

Robert (Rob) Beers, III
Ernest (Bud) Miller
Robert (Rob) Miller
Deborah Vaughan

James Myers was absent. The Board meeting began at 10 am. Attached is the e-mails detailing the purpose of the meeting and supporting documentation that was given to all members in advance of the meeting. Patricia R. Emory acted as Corporate Secretary for the meeting.

1. **Letter to Emeritus Board Members:** The letter as revised was approved to be sent to the Emeritus Board members.
2. **August 2009 Financial Statements:** Rob Miller explained that we are doing better than budgeted. He noted that there was a significant draw on cash due to the refinance of the Chevy Chase line of credit. With Burke & Herbert. Cash is down \$1,875,000 with debt being reduced by \$1,500,000.
3. **Proposed Agenda for November Board Meeting:** Tour would be given of the Company's properties starting at 10 am leaving from Columbia Country Club. Lunch would be served at noon at Columbia Country Club. The Board meeting on the 5th to commence at 1pm for those not wishing to attend the tour.
4. **Annual Shareholders Meeting:** The date for the meeting was set for January 30, 2010 at Columbia Country Club.
5. **Other Business:**
 - a. Geoff Miller asked about the support beam at Shops at Sumner Place. Rob Miller explained that one of the welds holding one of the beams failed and the area needed to be closed for approximately 10 days. The weld was to have been triple passed but was only single passed.
 - b. Kathy Kile asked about the occupancy at Sumner Highlands. Rob Miller stated that we are essentially full – approximately 95% occupied. He further explained that as of October 1, 2009 the property should be cash positive with all of the concession packages having burned off.
 - c. Geoff Miller asked the status of the retail tenants. Rob Miller explained that at the Shops at Sumner Place there are 3 vacancies with a 4th due in November. He further explained that all national companies are not expanding at this time. Currently we are working with Petco for a new concept of theirs; Verizon; a private preschool prep program; and expansion of the nail salon into a mommy and me spa.

c. Bob Beers asked that status of Crate & Barrel. Rob Miller stated that their numbers are significantly off from 2007 but that they are holding their own. He further explained that the Ski center had a better year than anticipated and was in the bonus again.

d. Rob Miller explained that the office portion of the Shops at Sumner Place has vacancies due to the market being so soft. They want a lot of upfront money so we are having to be very confident with the tenant's ability. Currently we are gutting vacant spaces so that they show better and setting up turnkey [paint/carpet] spaces for smaller groups to take as is immediately for short term leases.

e. Rob Beers asked about the East West Highway space. Rob Miller explained that we have a 2 year sublease agreement for the space and hoping they will stay longer. There are 4 more years remaining on the lease [November 30, 2014].

There being no other business the meeting adjourned at 10:35 am.

Patricia R. Emory, Corporate Secretary