

MINUTES  
W.C. & A.N. MILLER DEVELOPMENT COMPANY

BOARD OF DIRECTORS  
SPECIAL BOARD MEETING

September 3, 2008

**Participants**

The following Directors participated and no director objected to lack of notice:

Robert Miller	Ernest (Bud) Miller
Ben Wafle	Bob Beers
Kathy Kile	Monica Satrape

The following Directors were not present:

Geoff Miller   Jim Myers   Debbie Vaughn

Patricia Emory served as secretary.

The Special Meeting was called to officially to order at 9 am. All Board Members were given notice of said meeting and those not present have waived said notice.

1. Rob Miller nominated Mrs. Patricia Emory as the corporate secretary.

**RESOLVED:** Robert Miller moved to have Patricia Emory as the new corporate secretary and Bob Beers seconded it and was unanimously approved.

2. Rob Miller opened the floor for discussion of the property management companies specifically, McShea & Company and KNLB Retail to take over the Miller portfolio.

- Bub Miller asked that all Board members disclose any conflict of interest. Ben Wafle stated that his wife's first cousin is Thomas Maddux, President of McShea & Company. Geoff Miller, via e-mail to all Board members, disclosed his relationship with McShea & Company

**RESOLVED:** Bob Beers motioned for the approval of McShea & Company and KNLB Retail to take over the management of the Miller Companies commercial properties and Monica Satrape seconded it and it was unanimously approved.

3. Bob Beers asked about the status of the report regarding the condition of Sumner Highlands and Rob Miller explained that a final report and presentation will be made at the October Board Meeting.

4. Bud Miller asked if there were any items that any of the Board members wished to have on the agenda for the October meeting to please forward to either Rob Miller or himself.

**Executive Session:** Patricia Emory was excused at this point as the call went into Executive Session at 9:35 until 9:40.

5. Bud Miller stated that a letter of recommendation has been developed for the former executives of the company and he will forward to all Board members.

Rob Miller noted that the weekly teleconference call will be held this Friday at 9am.

**Approved: October 24, 2008**