

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

BOARD OF DIRECTORS

October 24, 2008

Participants:

Robert (Bob) Beers, Jr.	Katharine (Kathy) Kile
Ernest (Bud) Miller	Geoffrey (Geoff) Miller
Robert R. Miller	James (Jim) Myers, Jr.
Monica Satrape	Deborah (Debbie) Vaughan
Benjamin (Ben) Wafle	

The Board meeting began at 10 am in the corporate offices. Attached is an Agenda that was given to all members in advance of the meeting but has been revised to reflect the order of business during the meeting. Patricia R. Emory acted as Corporate Secretary for the meeting.

1. Approval of Board of Directors Meeting Minutes: The following minutes were reviewed and approved as indicated.

April 25, 2008:	Motion by Bob Beers, seconded by Ben Wafle. All were in favor, none opposed.
August 22, 2008	Motion by Ben Wafle, seconded by Debbie Vaughan. All were in favor, none opposed.
September 3, 2008	Motion by Bob Beers, seconded by Debbie Vaughan. All were in favor, none opposed.
September 12, 2008	Motion by Jim Myers, seconded by Bob Beers. All were in favor, none opposed.
September 26, 2008	Motion by Ben Wafle, seconded by Bob Beers. All were in favor, none opposed.

2. Approval of Resolutions to dissolve various limited liability companies and corporations. Motion by Jim Myers, seconded by Debbie Vaughan. All were in favor, none opposed.

3. Various Resolutions were reviewed and approved as follows:

- a. Resolution for Rob Miller to sell lot in Darnestown. Motion by Ben Wafle, seconded by Monica Satrape. All were in favor, none opposed.

- b. Resolution to terminate the Company 401K Plan. Motion by Ben Wafle, seconded by Monica Satrape. All were in favor, none opposed.

c. Resolution for the sale of the Key Bank loan and the approval of the Teachers Insurance and Annuity Association of America loan. Motion by Jim Myers, seconded by Ben Wafle. All were in favor, none opposed.

4. Review of operations and financial statements.

Rob Miller reviewed the Profit & Loss Statement for the period ended September 30, 2008 along with the Balance Sheet. Rob Miller stated that the Companies cash position is improving but still not great.

A discussion occurred in regards to Reznick and whether or not all issues with them have been resolved. Rob Miller stated that he had informed them that if they were not pleased with his decision to hold them to their engagement letter then they can bring the matter to the Finance and Audit Committee of the Board of Directors.

5. Discussion of cash flow projections for the next 12 months.

Rob Miller noted that the cash flow does not include a current budget, capital improvements and/or tenant improvement allowances for the commercial properties. McShea is to provide that information by December 1, 2008.

6. John Clark

A discussion occurred regarding John Clark and his settlement. Both Rob Miller and Bud Miller said that they have structured his settlement so that all remaining issues with Avanti, i.e.: the bond issues have to be resolved prior to John Clark receiving his full settlement.

Additionally, Bud Miller stated that Avanti wants to deal with John Clark directly and not with the Miller Company and have requested that the operating agreement be redesigned to reflect this. It was agreed that Bud Miller and Rob Miller are to work with Avanti in restructuring the operating agreement at Avanti's wish.

RESOLVED: A Motion was made by Jim Myers and seconded by Monica Satrape that give Bud Miller and Rob Miller authority to negotiate with Avanti in regards to the restructuring of the operating agreement. All were in favor, none opposed.

7. Update on the transition from Miller Company to McShea Management.

Rob Miller brought in the following people from McShea to the meeting: Jack McShea, President McShea & Company; Steve Lynch, Executive Vice President, McShea Management, Inc. and McShea & Company; Chuck Kusbit, Senior Vice President, Director of Brokerage Services, McShea & Company; and Scott McClellan, Vice President, Senior Property Manager, McShea & Company.

After a brief introduction about McShea, the Board Members were invited to ask questions of McShea as to the properties and McShea's approach to their condition, leasing,

capital improvements and finally Sumner Highlands which McShea will take over on November 1, 2008.

8. Update on Sumner Highlands

Rob Miller explained that the Miller Company had been negligent in implementing the renovation but that there was little that could be done to recover the costs. Rob Miller is planning on meeting with the General Contractor to see what happened and why hoping that they will help in bringing the property to the proper condition.

9. Update on Teachers/Key Bank Loan.

Rob Miller explained that he was able to get Key Bank to agree to a payoff of \$22,250,000 from \$27,800,000. He then received commitment from Teachers Insurance and Annuity Association of America for \$22,250,000. The closing of the loan should happen at the end of October or the first part of November. The company will receive a reduction in debt of approximately \$5,500,000 at a cost of approximately \$400,000.

10. Update on Chevy Chase revolving loan.

Rob Miller stated that the loan comes up for renewal again in April 2009 and that we have one more one year renewal term. Rob Miller stated that it is likely that Chevy Chase will renew the loan at that time. Rob Miller stated that once the Teachers/Key Bank loan transaction is complete he would like to replace this loan. He noted that this is a \$16,000,000 revolving loan and that we will not be able to replace at full value. Most likely that the Company will have to put approximately \$2,000,000 into the refinance of this loan.

11. Update on Corporate office sublease.

Rob Miller said that we have a commitment from national company to sublet our space for one year. They will be taking the space, our phone system and all furniture. The sublease is a stop gap measure giving McShea time to find another tenant to assume the remainder of our lease. The Corporate Offices will be moving to 4701 Sangamore Road, Suite S135 on November 11, 2008.

12. Discussion of changes made or proposed in Company's accounting, auditor, legal counsel, cash management, etc. and the rationale for changes and impact on costs.

a. Accounting: Rob Miller explained that we have changed to Alan L. Gordon CPA, PA as the Company's new accountant. The day to day accounting will be handled by Patty Emory with Alan Gordon overseeing. Alan Gordon will handle the interviewing of an auditing firm. Rob Miller stated that he would like to delay the audit until the first of the year and all were in agreement.

b. Legal Counsel: Rob Miller explained that he has brought in Holland & Knight but that we are still working with the various other attorneys that are in place until such time as their pending issues are resolved.

c. Cash Management: Rob Miller explained that we currently have \$3,500,000 in Bank of America in either a money market account or brokerage account all invested in treasuries. Jim Myers suggested that the Company could move the money to commercial paper now.

13. Strategic Plan.

Rob Miller explained that the current plan is to survive focusing on the Company being a lean and efficient real estate holding company with the immediate goal of reinstating dividends, directors' fees and salaries.

14. Robert Miller's Action Plan.

Rob Miller explained that the only item he did not attain was completing the 2009 budget. He stated that once the budgets are in place a new action plan would be established. At this time, all members of the Board thanked Rob Miller for efforts over the past three months and for his commitment to the Company.

15. Reports to the Shareholders.

Throughout the Meeting various suggestions were made as to what and when information needs to be given to the Shareholders. It was decided that a letter to them informing them of the Annual Meeting date and location should be sent out once the date has been set. The letter should briefly explain that the Company is no longer an operating company but rather a holding company and that our cash flow statement is really our strategic plan for the near future.

15. Nominating Committee.

The Board went into Executive Session. After the Executive Session the following resolution was passed.

RESOLVED that the Board of Directors for 2009 will be comprised of nine (9) members nominating Robert W. Beers, III as the newest member with the following eight (8) members serving an additional one year term: Robert W. Beers, Jr., Katharine Kile, Ernest Miller, Geoffrey Miller, Robert R. Miller, James L. Myers, Jr., Monica Satrape, and Deborah Vaughan. A Motion was made by _____ and seconded by _____. All were in favor, none opposed.

There being no other business the meeting adjourned by 4:00 pm.

Patricia R. Emory, Corporate Secretary

April 24, 2009

Approved