

MINUTES
W.C. & A.N. MILLER DEVELOPMENT COMPANY
BOARD OF DIRECTORS TELECONFERENCE
July 2, 2010

Participants:

Robert (Bob) Beers, Jr.	Robert (Rob) Beers, III
Katharine (Kathy) Kile	Ernest (Bud) Miller
Geoffrey (Geoff) Miller	Robert (Rob) Miller
James (Jim) Myers, Jr.	Deborah Vaughan

Monica Satrape was absent. The Board meeting began at 10 am. Attached is the supporting documentation that was given to all members in advance of the meeting. Patricia R. Emory acted as Corporate Secretary for the meeting.

1. Approval of Prior Meetings' Minutes:

a. May 7, 2010 Minutes:

Motion was made to approval the minutes by Robert Beers, III and seconded by Geoffrey Miller. All were in favor, none opposed.

b. June 11, 2010 Minutes:

Motion was made to approval the minutes by Geoffrey Miller and seconded by Robert Beers, III. All were in favor, none opposed.

2. April 2010 Financial Statements:

Rob Miller explained that cash was greater than anticipated due to the fact that budgeted tenant improvements and building improvements did not occur. Rob Miller explained that Rental Expenses on the Income Statement are year to date over \$864,000 than budget primarily due to vacancies and snow removal expenses. He noted that the Rental Income is year to date over by \$381,641 due to the billing of the 3 year CAM. Rob Miller explained that "Other Taxes and Licenses" is \$44,662 over budget primarily due the fact that when we applied for the elevator certificates for the DC commercial properties, the Company had not filed personal property tax returns for 10 years.

3. Burke & Herbert Bank Note Curtailment

Rob Miller explained that the Bank has agreed to allow us to pay the curtailment in 2 installments, one in August 2010 and the other in January 2011.

4. Leasing Update

Rob Miller wanted to show to the Board where we stand with each property in regards to occupancy.

4820, Crate & Barrel: 100% occupied
4860, Chevy Chase Bank: 100% occupied
4866, Chicken Out: 100% occupied
4872, LPQ & Images: 100% occupied
4300, Ski Center: 100% occupied
4900, multi-tenanted : 91% occupied
4910, multi-tenanted: 91% occupied
4301, multi-tenanted: 100% occupied
4315, McEneaney Associates, 100% occupied
4611, multi-tenanted: 93% occupied
4701, multi-tenanted: 81% occupied

Rob Miller explained over all we are doing very well. Our biggest problem is retail at Shops at Sumner Place in that national tenants do not see the market. We are definitely getting the traffic in that CVS is doing \$11 million a year and Safeway is doing \$25 million. Additionally, he explained that the office portion of the Center is a nitch market in that majority of the tenants live close by. Rob Miller explained that the Mapping Agency across the street is out in the Fall of 2011 and that as of now it appears that the Department of Energy (DOE) will be taking over. He explained that this would help our leasing efforts in that we do not receive any contractor business of the Agency at this time but have already received calls from potential contractors for DOE looking for space.

5. **Reznick Demand Letter Update**

Rob Miller explained that the letter has been received by Reznick and that they have hired counsel. We should hear something within the next 60 days.

6. **Haymount Litigation Update**

Rob Miller explained that we are responding to 2nd set of interrogatories. Holland & Knight are assisting us in this matter to ensure that the corporate veil cannot be pierced.

7. **10 Year Projection**

It was decided by all that more time is needed to review these documents and that it will be discussed at the next teleconference meeting on August 6, 2010. Rob Miller did state that this was a very conservative projection and that he felt that we would be in a much better position in 10 years then this is reflecting. Bud Miller explained that in doing these in a down market you tend to be more conservative.

8. **Annual Meeting of the Shareholders**

Bob Beers would like to set a date for the Annual Meeting/Family Reunion for sometime in July 2011. It was decided that each Board member would speak with their respective family members and get back to Kathy Kile and Debbie Vaughan with a time frame so that we can discuss this matter further at our teleconference meeting on August 6, 2010.

9. **Size of Board of Directors**

Bob Beers has asked that all Board members discuss this matter with their respective family members and get back to him by next teleconference call so that the Governance and Nominating Committee can prepare a report to the full Board on this matter.

10. **Lots in Montgomery County, Maryland**

Rob Miller explained that the lots have not sold but that there is still interest out there. Our broker has had a lot of inquiries about whether we would take back paper etc but no formal offers as of yet.

There being no other business the meeting adjourned at 11:07 am.

Patricia R. Emory, Corporate Secretary

August 6, 2010

Approved