

MINUTES
W.C. & A.N. MILLER DEVELOPMENT COMPANY
BOARD OF DIRECTORS
December 13, 2013

Participants:

Robert (Bob) Beers, Jr.	Michael (Mike) Fallon
Katharine (Kathy) Kile	Paul (Jay) Maddock, Jr.
Geoffrey (Geoff) Miller	James (Jim) Myers, Jr.
Robert (Rob) Miller	Deborah (Debbie) Vaughan

Robert Beers, III was not present. The Board meeting began at 10:00 am via teleconference. Attached is the supporting documentation that was given to all members in advance of the meeting.

1. **Review and Approval of the 2012/2013 Reviewed Financials**

A discussion occurred regarding the statements. It was asked that the line on the Financials that a Note refers to be indicated on the statement so that it was easier to understand what the notes relate to.

Motion was made by Robert Beers, Jr. and seconded by Paul Maddock, Jr. to approve the W.C. and A.N. Miller Development Company and Subsidiaries Financial Statements for September 30, 2013 and 2012. All were in favor, none opposed.

2. **Agreed Upon Procedures Report**

A discussion occurred regarding how the Report was prepared.

Motion was made by Paul Maddock, Jr. and seconded by James Myers, Jr. to approve the W.C. and A.N. Miller Development Company and Subsidiaries Agreed Upon Procedures Report for September 30, 2013. All were in favor, none opposed.

3. **Discussion regarding D & O policy and the Haymount Litigation**

Robert Miller stated that an offer of \$75,000 was received by CAN based on our request for reimbursement of @\$628,000 in legal bills the Company incurred defending the Haymount litigation. The offer was rejected. Due to the expiration of the statute of limitations a lawsuit needs to be filed to protect our interests. A discussion occurred regarding the background of the matter.

Motion was made by Paul Maddock, Jr. and seconded by James Myers, Jr. for management to proceed with a lawsuit against CAN to recover our costs in defending the Haymount Lawsuit dated November 1, 2010. All were in favor, none opposed.

4. **February 7, 2014 Board Meeting**

After a discussion it was decided that the Committee meetings would be from 11-1 pm and that the Board meeting would be from 2 – 5 pm.

After no further matters to discuss, the meeting adjourned at 10:49 am.

Patricia R. Emory
Corporate Secretary

February 7, 2014
Approved