

MINUTES
W.C. & A.N. MILLER DEVELOPMENT COMPANY
BOARD OF DIRECTORS

July 25, 2008

Participants

Bob Beers	Jim Myers
Kathy Kile	Monica Satrape
Ernest (Bud Miller)	Deborah Vaughan
Geoffery Miller	Ben Wafle
Robert Miller	Vince Pasco (President)

The board meeting began at 8 am in the corporate offices.

Executive Session

Bob Beers, chair of the Governance and Nominating committee, opened the session with a request for payment to Bud Miller for his consulting effort on strategic alternatives. Bud Miller excused himself to allow for open discussion. Bob provided the hours of service and suggested compensation. Rob Miller moved to approve payment for consulting services to Bud Miller for services rendered in the planning function. Jim Myers seconded the motion and all were in favor, none opposed.

Due to the nature of issues to be approved during this Board Meeting, Monica Satrape volunteered to relieve Jen Coleman of the duty to record minutes. This concluded the executive session.

Operational/ Financial Update

1. Vince Pasco provided a detailed financial review and update on operations. This included a status of accounts receivables in arrears, commercial leases, and a status of the sale of properties, Haymount.
 - a. Sumner Highland Apartments now has 40 leases. The Buzutto contract has been signed and they will take over operations on Monday 7/28/08.
 - b. Resolutions to conclude WC&AN Miller further involvement in the remaining Home Owners Associations were provided for review prior to the Board meeting. A request was made by Bud to adopt the resolutions. Bob moved, Monica seconded, and the board unanimously approved.
 - c. Key Bank is looking for a buyer for our loan on the Spring Valley properties. We've obtained bids which are being evaluated to buy the loan out. The discount obtained in refinancing will provide a substantial cost savings in purchasing the loan at a discount.
 - d. Bud requested Vince to:
 - i. Provide Monica and Geoff copies of the Haymount contract,
 - ii. Break out the rents for the next financial reports,
 - iii. Schedule a Board and HLP meeting,
 - iv. Provide the full board with a copy of the budget for Buzzuto property management
 - v. Provide a rolling 12 month cash flow.

Finance & Audit Committee Report

2007 Audit

Rob Miller, Chair of the Finance and Audit committee, provided an update of the 2007 financial audit completed by Reznick Group. It is difficult for new board and finance and audit committee members to asses the audit not having been on the Board nor involved with the Company during the audited period. The committee will rely on Ben and Jim as they were involved with the Board during that period. A meeting has been scheduled with Reznick Group to review the audit report.

Computer Failure

Rob Miller reported on the results of the investigation into the data loss which occurred on June 2, 2008. The investigation was performed by Alan L. Gordon, using agreed-upon procedures, to evaluate the nature of the accounting system failure which resulted in the loss of accounting data and the failure of the back up system. Mr. Gordon's report was provided to Board members for review. In summary lost data has been recovered and appropriate changes to IT systems and hardware will be made.

Strategic Alternatives An Executive Session

The Board has been working on Strategic Alternatives for the future of the Company for the last several months. As a result of that effort and the urgency the Board feels is needed to move forward, it is in the best interest of shareholders and the future of the Company to reorganize and focus on the Company's core assets. Specific steps to be taken are to cease home building operations, outsource property management and leasing, and sell non-income producing properties. In this reorganization the existing workforce will be dramatically reduced and any severance packages will be honored. The offices will be relocated to a smaller space. During this reorganization Robert R. Miller will take the role of CEO.

At 1pm, the following motions were made to put the above into effect.

1. Ben Wafel moved to adopt the outsourcing strategy which will be implemented with a transparent process and criteria to evaluate potential management firms. Bob Beers seconded the motion and all were in favor, none opposed.
2. Bob Beers moved to elect Robert R. Miller Chief Executive Officer of the Company. Jim Myers Seconded the motion and all were in favor, none opposed.
3. Ben Wafel moved to appoint Bob Beers and Bud Miller into an advisory function for the purposes of the Board to work closely with Rob Miller. Jim Meyers seconded the motion and all were in favor, none opposed.
4. Ben Moved to for Bob Beers and Bud Miller create a compensation and performance criteria for Rob Miller. Monica Satrape seconded the motion and all were in favor, none opposed.
5. Bob Beers moved that Jim Meyers be elected Chair of the Finance and Audit Committee in light of Rob Millers resignation from that position due to this reorganization. Ben Wafel seconded the motion and all were in favor, none opposed.

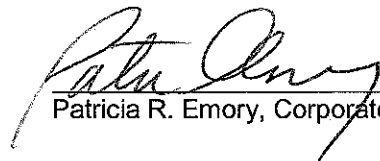
Rob Miller and Bud Miller excused themselves to inform the President, Vince Pasco of the Board decisions above.

Settlement with John Clark

After a brief discussion of the "SETTLEMENT AGREEMENT AND RELEASE OF CLAIMS" there was agreement on the need for performance criteria for Mr. John Clark. Ben Wafel moved to proceed forward with Mr. Clark's agreement, subject to verification that he has the authority to act on behalf of the partnerships he represents. Jim seconded the motion and all were in favor, none opposed.

Adjournment

The meeting was adjourned at 3:30pm.


Patricia R. Emory, Corporate Secretary

September 26, 2008

Approved