

**MINUTES OF MEETING  
BOARD OF DIRECTORS  
REGULAR MEETING  
THE WOODLANDS TOWNSHIP  
APRIL 30, 2008**

**THE STATE OF TEXAS    §  
COUNTIES OF HARRIS & MONTGOMERY    §**

The Board of Directors of The Woodlands Township, met in regular session, open to the public, on April 30, 2008, posted to begin at 7:30 a.m. The meeting was held in the Meeting Room at the Township's Office, 10001 Woodloch Forest Dr., Suite 600, The Woodlands, Texas, within the boundaries of the Township. The roll was called of the duly elected and appointed members of the Board of Directors, to wit:

Nelda Luce Blair	Chairman
Lloyd W. Matthews	Vice-Chairman
Fred R. O'Connor	Treasurer/Assistant Secretary
Kemba D. DeGroot	Secretary
Edmund W. Robb III	Director
Vicki D. Richmond	Director
Peggy S. Hausman	Director
Robert C. Kinnear	Director
Ken Smith	Director
Alex Sutton III	Director

with all of said persons being present, excluding Directors Smith and Sutton, thus constituting a quorum. Also present for conducting business and assisting Board members were Frank Robinson, Brian Pate, Nick Wolda, Steve Sumner, Mike Page, Robin Fadal, Alan Benson, Don Norrell, Renee Williford, and Kristin Freeman.

Chairman Blair called the meeting to order at 7:32 a.m. She announced that a quorum was present and that sufficient notice of this meeting had been duly posted as required by law. Chairman Blair then requested a motion to adopt the regular and supplemental agendas. Director Kinnear moved to adopt the agendas. The motion was seconded by Secretary DeGroot and passed unanimously.

Next, Chairman Blair called on names from the Public Comment Roster. There were no names on the roster.

Chairman Blair then asked the Board to consider and act upon approval of the minutes of the March 26, 2008, regular meeting of the Board of Directors of the Township. Treasurer O'Connor moved to approve the minutes as written. Vice-Chairman Matthews seconded the

motion and it passed unanimously. A copy of the March 26, 2008 is attached hereto as Exhibit "A".

Chairman Blair next asked the Board to receive and act upon the Financial Report as of and for the three months ended March 31, 2008. The Chairman called on Brian Pate, financial consultant, to present the Financial Report on behalf of the Township. Following the presentation, Director Richmond moved to accept the Financial Report for the three months ended March 31, 2008 as presented. The motion was seconded by Director Kinnear and carried unanimously. A copy of the March 31, 2008, Financial Report for the three months ended March 31, 2008 is attached hereto as Exhibit "B".

The Board was then asked to receive and consider a report from the Community Associations of The Woodlands. Chairman Blair introduced Don Norrell, General Manager of The Woodlands Community Associations, who addressed the Board. Mr. Norrell handed out a packet of information containing a Quarterly Summary Report, RECAP of Services, and Community Policing Report. Mr. Norrell highlighted several community activities and also talked about briefings made to the Community Associations' Boards. Township Board members were

informed about the financial condition of the Associations and law enforcement statistics for The Woodlands. Following the presentation, Chairman Blair thanked Mr. Norrell for his report. A copy of the Community Association's Quarterly Report is attached hereto as Exhibit "C". No action was necessary.

Next, the Board was asked to consider and act upon a recommendation from the Executive Committee concerning indemnification issues in connection with a service agreement between The Woodlands Township and the Boy Scouts of America. Chairman Blair addressed this item. Following Chairman Blair's comments, Director Kinnear moved to waive the indemnification clause and instead be named as additional insured to the Sam Houston Area Council liability policy. The motion was seconded by Secretary DeGroot and passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "D".

Chairman Blair then asked the Board to consider and act upon a recommendation from the Executive Committee to expense fees for professional services provided and to be provided by Jefferson Wells International, Inc. to the Governance Transition line item of the 2008

Operating Budget. Chairman Blair commented on this item and then called for a motion. Vice-Chairman Matthews moved to approve fees related to professional services to be provided by Jefferson Wells as recommended by the Executive Committee. The motion was seconded by Director Robb and passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "E".

Next, the Board was asked to consider and act upon a recommendation to authorize the President for the Township to execute a maintenance service agreement with the Community Associations of The Woodlands for Waterway Square. Chairman Blair called on Lloyd Matthews, Chair of the Special Projects Committee, who moved to authorize the President for the Township to execute a maintenance agreement with The Community Associations of The Woodlands Parks and Recreation Department for Waterway Square in the amount of \$102,344.60. The motion was seconded by Treasurer O'Connor. Discussion followed with Director Hausman asking how many bids were submitted. Treasurer O'Connor noted there was only one bid with a revision. Frank Robinson, President for the Township, added that because this is a service contract open bidding is not a requirement. He

further stated that the bid was renegotiated for a much lower price. Following discussion, the motion passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "F".

The Chairman then asked the Board to consider and act upon approval and execution of a license agreement with the Woodlands Commercial Properties Company, L.P. for the use of the name "Waterway Square". Frank Robinson, President for the Township, explained that "Waterway Square" is a trademark name which requires a license agreement. Following Mr. Robinson's remarks, Director Kinnear moved to authorize the President for the Township to execute a license agreement as presented. Director Richmond seconded the motion and it passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "G".

As agenda item #8 was inadvertently skipped, the Chairman went back to this item. She asked the Board to consider and act upon granting an easement within the boundary of Waterway Square to The Woodlands Land Development Company, L.P. for a future pedestrian bridge crossing The Woodlands Waterway, and authorize the President for the Township to execute an easement document in connection

therewith. Frank Robinson was called on to present this item. Following Mr. Robinson's presentation, Director Kinnear moved to grant an easement to The Woodlands Land Development Company, L.P. for a pedestrian bridge and authorize the President for the Township to execute an easement document. The motion was seconded by Treasurer O'Connor and passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "H".

The Board was then asked to consider and act upon approval of the destruction of records in accordance with the Township's adopted records retention schedule. Mike Page, legal counsel for the Township, was called on to present this item. Following Mr. Page's presentation, Director Kinnear moved to approve the destruction of records under an approved records retention schedule. The motion was seconded by Vice-Chairman Matthews and passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "I".

Chairman Blair then moved to the Supplemental Agenda. The Board was asked to consider and act upon the designation of a Township representative in connection with the Regional Participation Agreements between the Township and the City of Houston and the City of Conroe.

Mike Page, was called on to present this item. Following Mr. Page's comments, Director Robb moved to appoint the Chairman of the Board of Directors or the Chairman's designee as the Township's representative in accordance with the terms of the Regional Participation Agreements between the Township and the City of Houston and the City of Conroe. The motion was seconded by Treasurer O'Connor and passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "J".

The Board was then asked to consider and act upon a recommendation from the Township's Governance Transition Team to authorize the President for the Township to add an accounting position in the Finance Department and amend the General and Administrative Personnel line item of the 2008 Operating Budget. Frank Robinson addressed this item and provided the Board with a handout outlining specific points used in consideration of this position. Following Mr. Robinson's presentation, Chairman Blair called on Director Kinnear, Chair of the Governance Transition Team, for additional comments. Director Kinnear acknowledged the need for additional personnel in the Finance Department and recommended that this be done as quickly as

possible. Director Kinnear then moved to authorize the addition of an accounting position in the Finance Department and amend the General and Administrative Personnel line item of the 2008 Operating Budget. The motion was seconded by Vice-Chairman Matthews and passed unanimously. A copy of a handout related to the accounting position is attached hereto as Exhibit "K".

Chairman Blair then returned to the regular meeting agenda and called for administrative reports. Frank Robinson was called to present this item. The Board was given a handout of an annual report from *Opportunity Houston*. Steve Sumner, Vice President of Operations & Public Safety, then provided an update on the Wayfinding System, Transit Plan, and Waterway Square. Nick Wolda, Vice President of Marketing & Public Affairs, updated the Board on the Township's logo contest, Waterway Arts Festival, the Township's new website, and The Woodlands Convention & Visitor Bureau. Brian Pate was then called on to demonstrate the new Sales Tax Rate Lookup tool available on the Township's website. Following the demonstration, Patti Graham, Sales Tax Compliance Officer for the Township, was recognized and applauded for her instrumental role in setting up the Sales Tax Rate Lookup tool.

Frank Robinson then gave an election update on early voting numbers. Lastly, Chairman Blair announced a Leadership Summit for the Woodlands Township to take place in August 2008. The entire leadership for The Woodlands will be invited to the conference in order to jointly begin making decisions on how to handle the transition process.

The Board was next asked to consider items to be placed on the agenda for the next meeting. There were no items to be placed on the agenda.

As there were no further matters to come before the Board, Chairman Blair called for a motion to adjourn. Treasurer O'Connor moved to adjourn the meeting. The motion was seconded by Director Kinnear and passed unanimously. The meeting was adjourned at 8:44 a.m.

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Kemba D. DeGroot  
Secretary, Board of Directors

(SEAL )

