

**MINUTES OF MEETING
BOARD OF DIRECTORS
REGULAR MEETING
THE WOODLANDS TOWNSHIP
JANUARY 23, 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 January 23, 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 Richmond and Smith, 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, Renee Williford, Kristin Freeman, and Carolyn Pennell.

Chairman Blair called the meeting to order at 7:33 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 agenda. Director Hausman moved to adopt the agenda. The motion was seconded by Vice-Chairman Matthews and carried by unanimous vote.

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

Chairman Blair then asked the Board to receive and consider a report on the proposed governance transition agreement between the Township and the Community Associations of The Woodlands. She called on Mike Page, legal counsel for the Township, to make this report. Mr. Page updated the Board on the meeting schedule of the transition

teams and the progress made thus far. He informed the Board that both groups had exchanged drafts and were working on reconciling them into a single document for review prior to the special Board of Directors' meeting scheduled for January 30, 2008. No action was required at this meeting. A copy of the Executive Summary is attached hereto as Exhibit "A".

At 7:38 a.m., the Board recessed to Executive Session to discuss matters relating to real property and prospective gifts or donations pursuant to §551.072 and §551.073, Texas Government Code, and to discuss or deliberate commercial or financial information received from a business prospect to be relocated, retained or expanded in or near the Township with which the Township is conducting economic development negotiations, or to deliberate an offer of financial or other incentive to the prospect pursuant to §551.087 Texas Government Code.

The Board reconvened in Public Session at 8:59 a.m. Chairman Blair announced that it would not be necessary to take action on real property matters, prospective gifts, donations, economic development negotiations, or financial or other economic development incentives. No action was required.

The Board was next asked to consider and act upon a recommendation from the Audit Committee to appoint a director to fill a vacancy on the committee. She called on Brian Pate, Vice President of Finance & Administration for the Township, to present this item. Mr. Pate informed the Board that Vicki Richmond, Chair of the Audit Committee, recommends Director Kemba DeGroot for appointment to fill the vacancy on the Audit Committee. Treasurer O'Connor moved to accept the appointment of Director DeGroot. Director Hausman seconded the motion and it passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "B".

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. Chairman Blair then called for a motion to adjourn. Director Robb moved to adjourn the meeting. Director Hausman seconded the motion and it passed unanimously. The meeting was adjourned at 9:00 a.m.

Kemba D. DeGroot

Secretary

(SEAL)