

**MINUTES OF MEETING  
BOARD OF DIRECTORS  
REGULAR MEETING  
THE WOODLANDS TOWNSHIP  
December 5, 2007**

**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 December 5, 2007, posted to begin at 7:30 a.m. The meeting was held in the Board Room at 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 Hausman and Robb, thus constituting a quorum. Directors Hausman and Robb arrived shortly after roll call. Also present for conducting business and assisting Board members were Frank Robinson, Brian Pate, Nick Wolda, Steve Sumner, Mike Page, Robin Fadal, Renee Williford, and Kristin Freeman.

Chairman Blair called the meeting to order at 7:31 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 Kinnear moved to adopt the agenda. The motion was seconded by Secretary DeGroot and carried by unanimous vote.

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 October 24, 2007, regular meeting and the minutes of the October 12, 2007, October 26, 2007, and November 9, 2007, budget workshops, and November 16, 2007, special meeting of the Board of Directors of the Township. Vice-Chairman Matthews moved to

approve the minutes as presented. The motion was seconded by Director Smith and passed unanimously. Copies of the October 24, 2007, October 12, 2007, October 26, 2007, November 9, 2007, and November 16, 2007 meeting minutes are attached hereto as Exhibits "A", "B", "C", "D", and "E", respectively.

Next, the Board was asked to receive and act upon the Financial Report as of and for the ten months ended October 31, 2007. The Chairman called on Brian Pate, Vice President of Finance & Administration for the Township, to present the Financial Report. Following the presentation, Director Richmond moved to accept the Financial Report as presented and the motion was seconded by Director Robb. The motion carried unanimously and a copy of the October 31, 2007, Financial Report is attached hereto as Exhibit "F".

Chairman Blair then asked the Board to consider and act upon a recommendation from the Audit Committee to accept an audit report on non-compliance issues concerning the Convention Center replacement reserves and remedies in connection therewith. Brian Pate was called on to present this item. Following Mr. Pate's presentation, Director Kinnear moved to accept a report in regards to the non-compliance of the hotel

operator with respect to the Convention Center Replacement Reserve, and subsequent deposit to remedy the non-compliance. Secretary DeGroot seconded the motion and it passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "G". A copy of a letter received from Fred Domenick, General Manager of The Woodlands Waterway Marriott Hotel & Convention Center, regarding the audit report is attached hereto as Exhibit "H".

Next, the Board was asked to consider and act upon adoption of a regular meeting schedule for 2008. Frank Robinson, President for the Township, was called on to present this item. Mr. Robinson referred the Board to the proposed meeting schedule in their meeting book and highlighted specific dates on the calendar. Following Mr. Robinson's comments, Director Hausman moved to adopt the proposed regular meeting schedule for 2008. Vice-Chairman Matthews seconded the motion and it carried unanimously. A copy of the proposed 2008 Board of Directors regular meeting schedule is attached hereto as Exhibit "I".

Chairman Blair asked the Board to receive and consider a report from the Special Projects Committee on the Waterway Square development. Vice-Chairman Matthews, Chair of the Special Projects

Committee, was called on to present this item. After a few introductory comments regarding the Waterway Square project, Vice-Chairman Matthews called on Director Sutton to provide an update on the construction progress. Director Sutton gave a PowerPoint presentation showing the building and water fountain progress to date. No action was required on this agenda item.

Next, Chairman Blair asked the Board to receive and consider a report from the Cultural Arts Task Force. Director Richmond, Chair of the Cultural Arts Task Force, presented an update on the cultural arts venue research. She informed the Board that a report from PKF Consultants would be available at the next board meeting. She added that she hoped to provide pictures and a better definition on costs at the next meeting. No action was required on this agenda item.

Chairman Blair then asked the Board to consider and act upon a proposal to sponsor a contest for a new Township logo. She called on Frank Robinson to introduce this item. Following Mr. Robinson's opening comments, Nick Wolda, Vice President of Marketing & Public Affairs for the Township, was called on to present specifics of the contest. Mr. Wolda addressed the need for rules and regulations, judges, time

frames, graphic specifications, etc. Following Mr. Wolda's presentation, Secretary DeGroot moved to recommend the Special Projects Committee direct The Woodlands Township logo contest. 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 next asked to consider and act upon a recommendation to extend a member's term on the Booking & Blocking Committee. Nick Wolda was called on to present this item. Following Mr. Wolda's presentation, Director Hausman moved to recommend Mark Golibart of Tharaldson Property Management to fill another two year term on the Booking & Blocking Committee. The motion was seconded by Director Kinnear and passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "K".

Chairman Blair then asked the Board to consider and act upon a proposal to move the Marketing Committee to The Woodlands Convention & Visitors Bureau. She called on Nick Wolda to present this item. Following Mr. Wolda's presentation, Vice-Chairman Matthews moved to recommend moving The Woodlands Township's Marketing Committee to The Woodlands Convention & Visitors Bureau. Secretary

DeGroot seconded the motion and it passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "L".

Chairman Blair then called for administrative reports. She called on Frank Robinson to present this item. Mr. Robinson called on Mike Page who discussed legislative issues related to House Bills No.3693 and No.1491. Next, Steve Sumner, Vice President of Operations & Public Safety for the Township, provided the directors with a handout containing information on accessing web based email, and guidelines on email retention, privacy and abuse. A copy of this handout is attached hereto as Exhibit "M". The Board was also updated on the new signage for the Township, trolley ridership and public safety efforts in and around the Township. The Marketing Department announced Casey Snyder as the new Marketing Manager/Trainer. Other news included a report on the Ice Rink activity and a PowerPoint presentation on other holiday events. The Board was informed that Nick Wolda and Frank Robinson would be attending Public Investment Funds training. Lastly, Mr. Robinson extended wishes from the staff to the Board for a happy holiday season.

The Board was next asked to consider items to be placed on the agenda for the next meeting. Director Robb requested a special meeting

following the Executive Committee on December 12, 2007 in order to consider and act upon the existing vacancy on the Board. A brief period of discussion followed. Chairman Blair and Secretary DeGroot agreed with Director Robb's request. Chairman Blair subsequently set the special meeting of the Board of Director of The Woodlands Township for December 12, 2007 at 8:00 a.m. to be held at the offices of the Township. Director Richmond asked to place a report from the Cultural Arts Task Force on the agenda for the January 23, 2008 regular meeting of the Board of Directors. Mr. Page asked that the agenda for the special meeting of the Board of Directors of The Woodlands Township on December 12, 2007 also include an Executive Session in order to discuss a real estate issue.

As there was no further business to come before the Board, the Chairman called for a motion to adjourn. Director Smith moved to adjourn the meeting. Director Richmond seconded the motion and it passed unanimously. The meeting was adjourned at 8:45 a.m.

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**Kemba D. DeGroot**

**Secretary**

**(SEAL )**