

**MINUTES OF MEETING  
BOARD OF DIRECTORS  
SPECIAL MEETING  
THE WOODLANDS TOWNSHIP  
DECEMBER 12, 2007**

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

The Board of Directors of The Woodlands Township, met in special session, open to the public, on December 12, 2007, posted to begin at 8:00 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 Director Sutton, thus constituting a quorum. Also present for conducting business and assisting Board members were Brian Pate, Nick Wolda, Steve Sumner, Mike Page, Renee Williford, and Kristin Freeman.

Chairman Blair called the meeting to order at 8:00 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 Director Richmond and carried by unanimous vote.

Chairman Blair then called on names from the Public Comment Roster. Ed Forsley, Steve Leakey, Paul Lazzaro, Claude Hunter, and Pat Goodpastor, addressed the Board. The Public Comment Roster is attached hereto as Exhibit "A". Director Sutton arrived at this point in the meeting. A letter distributed to the Board from Mr. Lazzarro is attached hereto as Exhibit "B". Following comments from the public, Chairman Blair called a short recess at 8:12 a.m. The meeting reconvened at 8:16 a.m.

Chairman Blair then recognized Brian Pate, Vice President of Finance & Administration for the Township, who assisted the Board in the conduction of the meeting. Next, the Board was asked to consider and discuss an appointment to the Township Board of Directors and, if appropriate, act upon any recommendations in connection therewith. Director Robb made some opening remarks to the Board and then briefly commented on the agenda item. He then moved to assign the Executive Committee the responsibility of bringing a nomination to the Board to fill the vacancy on the Board left by the resignation of Director Les Tarrance. The motion was seconded by Director Sutton. Director Robb made some additional comments and then Mike Page, legal counsel for the Township, was asked to speak on this item. Mr. Page reviewed the 1993 enabling legislation and offered clarification on the subject. Following additional discussion from several Board members, Chairman Blair called for a vote. The motion carried unanimously.

At 8:30 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 8:55 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. A copy of the Executive Summary is attached hereto as Exhibit "C".

The Board was next asked to consider and act upon approval of an amendment to the Development and Operating Agreement between The Woodlands Township Economic Development Zone and Market Street and any related amendments to the approved plan of improvements. She called on Mike Page to present this item. Mr. Page informed the Board of a minor amendment to the existing agreement between former Town Center Economic Development Zone No. 2 and Market Street allowing the construction of a hotel in the project. Following Mr. Page's comments, Director Kinnear moved to approve an amendment to the

Development and Operating Agreement between The Woodlands Township Economic Development Zone and Market Street. The motion was seconded by Director Robb and passed unanimously.

Next, Chairman Blair informed the Board that it was not necessary to take action on agenda item #6 which was to consider and act upon a License Agreement with The Woodlands Land Development Company, L.P.

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 Smith moved to adjourn the meeting. Secretary DeGroot seconded the motion and it passed unanimously. The meeting was adjourned at 8:52 a.m.

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(SEAL )

Kemba D. DeGroot  
Secretary

