

# Holley-Navarre Water System, Inc.

## Regular Board Meeting Minutes

September 20, 2016

Bien May, Board President called the meeting to order at 7:09 P.M. The following Board of Directors were present: Bien May, James Calkins, Daryl Lynchard, Robert Coley, Brian Kelly, Gaius Bruce. Troy Bossier was absent. Also present were: Paul Gardner, Doug Tidwell, Phil Phillips, Dale Long, Barbara Carawan, Clinton Wells, Zach Lewis, Danny Hawkins, Rachael Limousin, and Deborah Kharuf (stenographer).

**August 2016 Minutes– James Calkins made a motion to accept the minutes as presented, seconded by Daryl Lynchard and passed by unanimous vote.**

### **Financial Report**

Brian Kelly goes over Financial Report and Water/ Sewer Taps. **James makes motion to accept the report as presented. Daryl seconds. Motion passed by unanimous vote.**

### **Personnel Committee-**

Mr. Coley gives update on employee handbook, one small item needs attention in handbook and will be ready very soon.

### **Engineers Report –**

Buck Paulchek gives report.

### **Retirement Committee-**

Brian Kelly gives report that we are staying Wells Fargo.

### **Unfinished Business**

FRUS change to Articles of Incorporation. **James motions to approve FRUS resolution, Brian seconds.** Paul gives the full quote with the proposed change. Phil explains that they want to add one sentence which allows by unanimous vote of FRUS board to violate the stipulation that the extra member cannot be a board member or employ of the utilities. **Motion passed by unanimous vote.**

### **New Business**

**Daryl makes motion to put transcripts back into the BOD packets. James seconds. Motion passed by unanimous vote.**

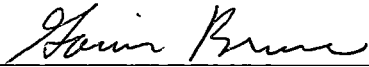
### **Open forum**

None.

**Action Items**

1. FRUS article change.
2. Include transcripts in monthly meeting BOD packets.

Meeting adjourned 7:23 P.M.



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Gaius Bruce Secretary/Treasurer

**Consent of HOLLEY-NAVARRE WATER SYSTEM, INC., a Florida Not For Profit Corporation, to Amending the Articles of Incorporation of FAIRPOINT REGIONAL UTILITY SYSTEM, INC.**

The undersigned, Holley-Navarre Water System Inc., at a duly convened and noticed meeting of the Board of Directors, does hereby consent to the Amendment of Article VI, Section 2 of the Articles of Incorporation of Fairpoint Regional Utility System, Inc., consistent with Exhibit "A" attached hereto.

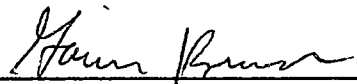
This action is taken pursuant to action by the Board of Directors of the undersigned corporation and pursuant to Article VIII of the Restated Articles of Incorporation of Fairpoint Regional Utility System, Inc.

Dated this 20 day of Sept 2016.

**Holley-Navarre Water System, Inc.,  
a Florida not for profit corporation**

By:   
President

**Attest:**

  
Secretary

## **EXHIBIT "A"**

### **ARTICLE VI: SECTION 2**

**2. Term and Manner of Appointment:** The term of office for all directors should be based on terms which expire concurrently with the date of the annual meeting of the members. However, all directors shall serve until such time as their successors shall have been appointed. Holley-Navarre, Midway and Gulf Breeze, through official action of their respective governing bodies evidenced by written resolution, shall each appoint two directors. One shall initially be appointed to a one year term and the other shall initially be appointed to a two year term; thereafter, all appointments shall be for a two year term. In the event that any or all of the Holley-Navarre, Midway or Gulf Breeze, should cease to be members of the Corporation, the director positions for which each entity was entitled to appoint a director pursuant to these restated articles shall first be reallocated pro rata among the remaining initial members, if any, who shall be entitled to respectively appoint such reallocated director position and secondly, if there are no remaining initial members then such director positions shall be reallocated equally among the then remaining non-initial members.

The seventh director (hereinafter the "neutral director") shall be elected by an affirmative vote of at least five of the directors and shall reside within one of the service areas of the initial members and shall not be an employee, officer or member of the governing body of any of the initial or future members of the Corporations, or of any county, State or Federal governmental body or agency; provided, however, the prohibition against the neutral director being an employee, officer or member of the governing body of any initial or future member of the Corporation may be waived upon unanimous vote of the other members of the Board of Directors. The election may be conducted only during properly scheduled and noticed meetings of the Board of Directors. The term of office for the neutral director shall be one year.