

Holley-Navarre Water System, Inc.

Special Board Meeting Minutes

July 13th, 2017

Bien May, Board President, called the meeting to order at 5:00 P.M. The following Board of Directors were present: Bien May, James Calkins, Troy Bossier, Ricki DeSantis and Brian Kelly. Robert Coley and Gaius Bruce attended via telephone. Also present were: Paul Gardner, Barbara Carawan, Phil Phillips, Clinton Wells, Michael Tidwell and Deborah Kharuf (stenographer).

Personnel/HR Director

Bien states confidential matters will be discussed during this meeting, therefore a portion of it will not be open to the public. The selection of a candidate for the HR Director position continues being addressed. **James Calkins motions to end the hiring freeze and create a new position, titled "HR Assistant." James also motions to hire Sherry DeVasher as the HR Director and Jennifer Tweedy as the new HR Assistant. Ricki DeSantis seconds.** Several concerns were then brought up including HNWS' nepotism policy, expenses associated with creating an additional position and each candidate for the HR Director position felt an assistant was not necessary. Robert, as Chairman of the personnel committee, feels that the new HR Director should decide if an assistant is needed. If so, the proper process for filling the position should be followed. **Further discussion resulting with James rescinding his motion and asking Robert to make a recommendation. Robert Coley motions to hire Sherry DeVasher as the HR Director, offering a salary not to exceed** [REDACTED]

Furthermore, the HR Director's first project is to work with the General Manager and complete an organizational chart, identifying underutilized talent within the company and applying it where needed. This must be completed and presented to the Board within 30 days. James Calkins seconds. Motion passes unanimously. James later brings up the release of transcripts from the 06/27/2017 special meeting in which confidential personnel matters were discussed. **James Calkins motions to add an item to the agenda: That any sensitive, confidential material be redacted from the minutes and transcripts of the HNWS 06/27/2017 special meeting, subject to release. Robert Coley seconds. Motion passes unanimously.** Barbara clarifies that this applies to information requests only and not to what's provided to the Board. This will be added to the agenda and addressed later in the meeting.

Sandi Kemp/Navarre Press Information Request

Sandi Kemp has again requested a list of HNWS' new members. Discussion went off record due to attorney-client privilege. HNWS' obligations, the legality of releasing member information and proper purposes of information requests were items considered. Discussion goes back on record and **Robert Coley motions to deny Sandi**

Kemp/Navarre Press' information request. Troy Bossier seconds. Off the record discussion continues briefly. **Motion passes unanimously.**

Bond Underwriter

Eight RFPs were sent out and two proposals have been received for evaluation. Paul and Phil recommend The Frazer Lanier Company, Inc. for evaluation and discuss the possibility of other options outside of bonds such as commercial financing. **Bien May motions to give management the authority to engage with The Frazer Lanier Company, Inc. in order to help evaluate the best options for capital funding. Troy Bossier seconds.** Discussion ensues on the purpose of securing options for funding and what items the funding will be used for. Once management gathers the information on the various options it will be presented to the finance committee. **Motion passes unanimously.**

06/27/2017 HNWS Special Meeting Minutes/Transcripts

James Calkins motions to have any confidential information redacted from the 06/27/2017 HNWS special meeting minutes and/or transcripts for any information requests that may be received. Brian Kelly seconds. Motion passes unanimously.

Open Forum

Geo Mayer – 6931 Turnberry Circle: Mr. Mayer inquires on his request for the TCHC's financials. Bien apologizes for the delay and attributes it to miscommunication. Mr. Mayer claims the request was already approved and discussed during May's meeting and questions why he's yet to receive the information. Bien states attorney Mike Tidwell will be in contact tomorrow in order to provide an official response. The May board meeting minutes will also be reviewed to confirm what was previously discussed.

Remote Board Meeting Attendance

James voices his concern with the frequency of board members attending meetings remotely. Bien informs him that HNWS is in the process of obtaining equipment that will allow video attendance. James attempts to make a motion, then decides against it. He would like to discuss this further and add it to the next meeting's agenda.


Greskovich Update

Mike Tidwell updates the board on the purchase of the Greskovich easement. The other party is requesting attorney fees and a portion of their payment to be released. Discussion on how much of each should be released at this time. **Bien makes a motion to add authorizing Mike to release funds for the Greskovich easement to the agenda. Ricki DeSantis seconds. Motion passes unanimously. Bien then motions to release \$40,000.00 of the payment to the other party and \$10,000.00 in attorney fees. Troy Bossier seconds. Motion passes unanimously.**

Action Items

1. Mike Tidwell will follow up with Geo Mayer regarding his information request and May's meeting minutes will be reviewed to see if a motion was passed approving his request.
2. Remote attendance by board members will be added to the next meeting's agenda.
3. Management will continue gathering information on bond underwriters/financing options in order to present it to the finance committee.

Meeting adjourned 6:35 P.M.



Gaius Bruce Secretary/Treasurer