

Holley-Navarre Water System, Inc.

Special Board Meeting Minutes

January 22nd, 2019

Will Goulet, Board President, called the meeting to order at 9:00 A.M. The following Board of Directors were present: Will Goulet, Daryl Lynchard, Mark Miller, Yvonne Harper, Kevin Lanier, Mike Kennedy and Fred Terasa. Also present were: Rob Williamson, Mark Turner, Cindy Callen, Jason Montgomery, Jennifer Tweedy, Torin Brand, Chris Legg, Phil Phillips, Clinton Wells and Keith Kilpatrick.

New Business

1. *Election of Officers* – **Daryl Lynchard motions to nominate Mike Kennedy for President. Fred Terasa seconds. Motion passes.** The meeting is turned over to Mike. **Daryl Lynchard motions to nominate Yvonne Harper for Vice President. Mark Miller seconds. Motion passes. Daryl Lynchard motions to nominate Kevin Lanier for Secretary/Treasurer. Fred Terasa seconds. Motion passes.**

Fred thanks voters for their support and **requests to add an item to the agenda, to discuss hiring an independent attorney to review the hiring process and contract for HNWS' new CEO and determine the validity. Fred confirms that this is his motion and Daryl Lynchard seconds.** The bylaws are reviewed and a discussion ensues on whether or not it should be added. It's brought up that members and board members should be given proper notice before addressing this important item. The difference between a meeting of the members and a meeting of board members is also discussed, resulting in a vote on Fred's motion. **Fred Terasa and Daryl Lynchard vote "aye" with Yvonne Harper, Mark Miller, Kevin Lanier, Will Goulet and Mike Kennedy opposing. Motion fails.**

Yvonne, Mike, Daryl and Mark make brief statements and the newly elected board members are congratulated.

2. *Check Signers* – Rob requests one additional board member to be a designated check signer for each entity. Kevin volunteers. **Will Goulet motions to select Kevin Lanier as a check signer for all three entities – HNWS, MESI & TCHC. Mark Miller seconds.** Rob explains the processes currently used to approve/sign checks. It's confirmed that there will be two board members designated as check signers, Mark Miller and Kevin Lanier. Will has requested to be removed as a check signer. Mike Kennedy clarifies by stating that the check signers for HNWS are Rob, Clinton, Director Miller and Kevin, MESI are Rob, Phil, Director Miller and Kevin and TCHC are Rob, Cindy, Clinton, Director

Miller and Kevin. **Will restates his motion, to give another board member the opportunity to be a check signer for all three companies and remove his name, and recommend Kevin Lanier to be a check signer for HNWS, MESI and TCHC. Mark Miller seconds. Motion passes.**

3. *Committee Chairs* – Past committees are discussed with Rob confirming there's currently two, the personnel and golf course committees. There were additional committees in the past that were disbanded by a prior Board. At this time the Board decides to continue with the two current committees and discuss forming additional committees at a later time. **Kevin Lanier motions to continue with the personnel and golf course committees, with Yvonne Harper chairing the personnel committee and Fred Terasa chairing the golf course committee. Daryl Lynchard seconds.** Fred suggests calling the golf course committee the "Ad Hoc GM/Stakeholder Golf Course Visioning Committee" and briefly explains the purpose. Discussion ensues on who it will include and what the purpose is. Rob voices his concern that the committee would be directing staff and adds that he doesn't feel staff should select the members. Discussion continues. It's decided that Fred should be the chair of the committee as it currently exists, then bring recommended changes to the Board for approval. After additional discussion, **Kevin changes his motion, in addition to Yvonne chairing the Personnel committee, to nominate Fred to head up discussions with Cindy to determine the needs of the TCHC committee and bring them back to the Board. Will Goulet seconds.** Rob confirms that Cindy will not report to Fred. The direction of the committee will be determined at a later time. **Motion passes.** Fred adds that he will only be coordinating a meeting with Cindy and Rob will be invited to attend.

A member in the audience, *Linda Young – 8144 Raleigh St*, inquires on forming a committee to look at infrastructure, specifically compliance issues with the sewer system and effluent disposal. Ms. Young is advised to speak during Member Forum.

4. *FRUS Board Representatives* – **Will Goulet motions to appoint Daryl Lynchard and Mark Miller to the FRUS board as they currently serve on the FRUS board. Kevin Lanier seconds.** Daryl and Will gives a brief explanation of FRUS and what these roles entail. Mark also gives an overview of current FRUS projects. **Motion passes.**
5. *Pension/401k Trustees* – Rob states that one board member needs to be selected at this time. **Kevin Lanier motions to appoint Yvonne Harper as it relates to the Personnel committee she's already chairing. Will Goulet seconds. Motion passes.**

6. *Authorized Representatives to Bond Issue* – The bond representative needs to be updated, staff recommends assigning Rob and removing former GM Ken Walker and Paul Gardner. **Will Goulet motions to approve staff’s recommendation on an authorized representative for the bond issue. Mark Miller seconds. Motion passes.**

7. *MESI Registered Agent* – Staff recommends assigning Rob as a registered agent of MESI. **Kevin makes a motion to approve staff’s recommendation. Mark seconds.** Daryl feels that a board member should be assigned as the Vice President of MESI. Phil brings up his concerns, that the person assigned should have knowledge of water/sewer systems. The history of who has been in this position is discussed, Will Goulet is currently assigned as the Vice President on a temporary basis. **Kevin restates his motion, to remove Will Goulet as Vice President, accept staff’s recommendation of assigning Rob as Vice President/Registered Agent of MESI and for myself (Kevin Lanier) to be assigned as Secretary/Treasurer. Will Goulet seconds. Motion passes.**

8. *TCHC Registered Agent & Liquor License* – Staff recommends Mark Miller, as he has completed the paperwork and background check to satisfy the requirement of the same person being the registered agent and being on the liquor license. Currently it’s listed as Will Goulet. Daryl requests a copy of the document reflecting the requirement that states the registered agent must be listed on the liquor license. The frequency of how often this changes leads to **Will motions to appoint Rob as the registered agent of TCHC and to be listed on the liquor license. Mark Miller will also be listed on the liquor license as a representative of the Board. Kevin Lanier seconds. Motion passes.**

Member Forum

Linda Young – 8144 Raleigh St: Ms. Young suggests for the Board to form a committee to closely evaluate/review the sewer treatment system. She feels there are compliance issues and the sewer system is having adverse impacts on the environment. Daryl asks to meet with Ms. Young prior to the next board meeting to discuss the possibility of developing such committee further, then bring the information before the Board. Rob adds that effluent disposal will be discussed during next month’s meeting and expresses his interest in meeting with Ms. Young to discuss this further. The board concurs.

Action Items

1. Keith/Staff will email board members the statute or other documentation stipulating that the same person must be listed as a registered agent and on the liquor license, per Daryl’s request (TCHC).

2. Fred and Cindy will coordinate a meeting to discuss the direction of the golf course committee and bring their suggestions back to the Board during February's meeting.
3. Daryl Lynchard will meet with Linda Young to discuss forming a committee to address her concerns regarding the sewer system and effluent disposal. This information will be presented during February's meeting.
4. Staff will make the necessary updates reflecting the approved role assignments (registered agents, check signers, committee chairs, etc.)

Meeting adjourned 10:15 A.M.

Kevin Lanier, Secretary/Treasurer