

Holley-Navarre Water System, Inc.
Special Board Meeting Minutes
March 25, 2021
CONFIDENTIAL

Mike Kennedy, Board President, called the meeting to order at 9:05 A.M. The following Board of Directors were present: Mike Kennedy, Mark Miller, Fred Terasa, Joe Campbell, Bill Thiel and James Dabney. Also present was the Board Attorney, Will Dunaway and CEO, Dallas Peavey. The Board met in executive session to discuss personnel matters.

[REDACTED]

President Mike Kennedy distributed copies of the meeting Agenda and introduced the issue for discussion. The issue under review is the action taken by the CEO regarding the month-to-month membership policy at TCHC.

President Kennedy called on Mr. Dunaway for an opinion on the legal nature of the action taken by the CEO. Mr. Dunaway opined that the action taken by the CEO regarding the month-to-month memberships was both lawful and authorized per the Bylaws of TCHC and the authority given by the Board to the CEO to manage, plan, coordinate and administer all activities of TCHC, including being responsible for the short and long-range strategies of the organization. Mr. Dunaway answered questions from the Directors.

The CEO provided an update on the justification for the action taken and additionally offered a proposed guidance letter to TCHC members further explaining the status of memberships at TCHC going forward. Robust discussion occurred among all Board members.

All Directors had the opportunity to be heard. It was noted that the Board will receive the CEO's report regarding TCHC as directed by the Board at the next monthly meeting of the Board of Directors.

There being no further action to come before the Board, Director Campbell moved to adjourn. There being no objection, the meeting was adjourned by President Kennedy at 10:21 A.M.



Bill Thiel, Secretary/Treasurer