

Holley-Navarre Water System, Inc.
Annual Board Meeting Minutes
January 18, 2022

Mike Kennedy, Board President, called the meeting to order at 7:00 A.M. The following Board of Directors were present: Mike Kennedy, Mark Miller, Bill Thiel, Joe Campbell, James Dabney, and Don Linnell. Jo Anne Cave was not present. Also present were Dr. Dallas Peavey, Jr., Clinton Wells, Amber Bucholtz, Chris Bond, Chris Legg, Kayla Burns, Deborah Kharuf (stenographer), and Emerald McDaniel

Twenty-two HNWS members were present.

Approval of Minutes and Transcripts

Bill Thiel questioned waiting a year to approve minutes and transcripts based on not being a member and the ability to confirm. Historical actions based on by-laws interpretation was discussed. Legal confirmed can be done at any time. **Mark Miller motioned to approve the January 19, 2021 annual meeting minutes and transcripts as submitted. Joe Campbell seconded. Bill Thiel abstained. Motion passed.**

2022 Annual Budget: Staff presented the 2022 Annual Budget for approval. Mark Miller announced there will not be an increase in rates to the members. **Bill Thiel motioned to accept the 2022 Annual Budget as presented. Joe Campbell seconded. Motion passed unanimously.**

2022 Canvassing Board Report: Legal Counsel reported Canvassing Board report including absentee ballots, proxies, corporation representative letters, and brought specific items to the board's attention. The "Special Notice" on the notice of the annual meeting that states corporations need to submit a letter stating their voting representative by a deadline and a corporation authorization letter that was submitted late per the process on the annual notice. Historical information from 1999 indicating the corporation process does not match the information from recent election processes. Notices as far back as 2008 was presented with the special notice. Counsel explained staff needs direction from the board to conduct the election according to the notice or will the Board allow a corporate designation that is presented to be counted and vote in the election. Each item referencing the by-laws, members, member certificates, rights to vote, and corporations were discussed in great detail. Options of following the notice, not following the notice, future policy changes and historical events were discussed. **Joe Campbell motioned to move forward with, as it was written, if the corporation did not submit it before the deadline as the letter was, they may not be counted. Don Linnell seconded. James Dabney opposed. Motion passed.** Legal Counsel confirmed staff has been directed to follow the notice and staff will notify the one that was received untimely they will not be allowed to vote. **James Dabney motioned to put the corporation president on the roster sheet. Mike Kennedy seconded. Joe**

Campbell motioned that James Dabney's motion is tabled until the next meeting. Don Linnell seconded. Motion passed unanimously.

2022 Election – Board of Directors: Staff announced the election candidates:

Joseph Campbell

Michael Kennedy

Doug Larson

Donald Linnell

Daryl Lynchard

There are four open seats, three two-year terms and a single one-year term. An overview of the election process, timeline, voting options were given and appreciations given to the Supervisor of Elections for Santa Rosa County and staff. Voting will be opened by the President at 7:30 A.M. and closed at 7:00 P.M. Legal Counsel explained that one ballot was opened at the Canvassing board by mistake, was not removed from the envelope and sealed back up.

Board President, Mike Kennedy announced the meeting is open for Voting at 7:30 A.M.

Board President, Mike Kennedy, announced Voting is closed at 7:00 P.M.

Number of Members in Attendance: Bill Thiel counted twenty-one members in attendance. The Board reorganization meeting was announced in compliance with the by-laws. **Mark Miller motioned to remove Agenda Item 7, Election of Officers, from the agenda tonight. Bill Thiel seconded. Motion passed unanimously.**

Proof of Public Notice of Annual Membership Meeting: Staff presented proof of publication of the Notice of Annual Membership Meeting in Navarre Press, South Santa Rosa News, as well as the proofs of the candidate bios and social media postings.

Financials and Audit Update: The December 2021 year-to-date unaudited financials will be presented during the normally scheduled February board meeting. The 2021 annual audit is underway and will be presented to the board in April. The completed 2020 audit is available to members upon request.

2022 Election Results Announcements: Legal counsel confirmed has results of election and invited Tappie Villaine, Supervisor of Elections for Santa Rosa County, to introduce her team. Thanks to The Club at Hidden Creek for the furnishings while HNWS is under construction were announced. The election results were announced. Board President, Mike Kennedy announced the results in order of highest to lowest.

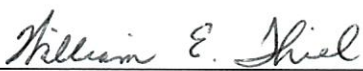
Don Linnell – 147
Joe Campbell – 129
Mike Kennedy – 123
Daryl Lynchard – 101
Doug Larson – 92

Don Linnell, Joe Campbell, and Mike Kennedy will serve three- year terms, and Daryl Lynchard will serve a one-year term.

Statements from Outgoing Board Members: Director Kennedy explained Ms. Jo Ann Cave's role in filling a seat, thanked her for her time, and explained was not in attendance to give a statement.

Mark Miller motioned to adjourn the meeting. Don Linnell seconded. Motion passed unanimously.

Meeting adjourned at 7:14 P.M.



Bill Thiel, Secretary/Treasurer