

Holley-Navarre Water System, Inc.  
Board Reorganization Meeting Minutes  
January 23, 2023

Board President Joe Campbell called the meeting to order at 3:34 P.M. The following Board of Directors were present: Joe Campbell, Mark Miller, Bill Thiel, Don Linnell, Daryl Lynchard, Mike Matthews, and David Crumbley. Also present were Clinton Wells, Amber Bucholtz, Jarod Cross, Phil Phillips, and Emerald McDaniel. Deborah Kharuf (stenographer) and Will Dunaway, Esq. were absent.

**Unfinished Business**

None.

**New Business**

***Election of Officers:*** Mark Miller and Bill Thiel were nominated for President. Mark Miller was voted as the President with four votes. The gavel was passed to President Mark Miller. Mike Matthews was nominated for Vice-President. Mike Matthews was voted as the Vice-President with seven votes. **Mark Miller motioned to split the Secretary Treasurer position into two people. David Crumbley seconded. Motion passed with three opposing.** Daryl Lynchard and Joe Campbell were nominated for Treasurer. Joe Campbell was voted as the Treasurer with four votes. Bill Thiel was nominated for Secretary. Bill Thiel was voted as the Secretary with six votes. Bill Thiel abstained.

***FRUS Board Representatives:*** Mike Matthews and David Crumbley were nominated. Mike Matthews and David Crumbley won the vote with seven votes and to begin position at FRUS February meeting.

**Joe Campbell motioned to remove the CEO as voting member on the MESI and TCHC boards and replace with a director to have a total of three Board Members. Joe Campbell amended his motion to amend the agreement to remove the CEO as voting member and have three directors on the MESI board. Don Linnell seconded for discussion. Joe Campbell amended his motion to amend the agreement to remove the CEO as voting member and have two directors on the MESI board. Don Linnell seconded the amended motion. Motion failed with four opposed. David Crumbley and Mike Matthews abstained.**

***MESI Board Representatives:*** David Crumbley was nominated. **Bill Thiel seconded.** David Crumbley was voted as the MESI Board Representative with seven votes.

***TCHC Management Board:*** **Joe Campbell motioned to remove the CEO as voting member on the TCHC Management Board and replace with a director to have a total of three Board Members. Don Linnell seconded. Motion failed with four opposed. Bill Thiel abstained. Joe Campbell motioned that Don Linnell and Mike Matthews be the TCHC Management Board.** Mike Matthews, Don Linnell, and Daryl Lynchard were nominated. Daryl Lynchard and Mike Matthews were voted as the TCHC Management Board with four votes.

***Pension/ 401k Trustees:*** Bill Thiel and Don Linnell nominated. Bill Thiel and Don Linnell were voted as the Pension / 401k Trustees with seven votes.

**Sub-Committee Chairs:**

- ***Finance Committee Chair:*** Bill Thiel was nominated. Bill Thiel was voted as the Finance Committee Chair with seven votes.
- ***Eglin Project:*** Mark Miller and Daryl Lynchard were nominated. Mark Miller was voted as the Eglin Project chair with four votes.
- ***Capital Improvements:*** Don Linnell was nominated. Don Linnell was voted as the Capital Improvements chair with seven votes.
- ***Budget/ O&M:*** Daryl Lynchard and Joe Campbell were nominated. Daryl Lynchard was voted as the Budget/ O&M chair with four votes.

**HNWS Check Signers: Daryl Lynchard motioned to continue with current check signers. David Crumbley seconded. Motion passed.**

**MESI Check Signers: Daryl Lynchard motioned to continue with current check signers. Joe Campbell seconded. Motion passed unanimously.**

**TCHC Check Signers: Daryl Lynchard motioned to remove Joe Campbell, remove Bill Thiel, add Daryl Lynchard, and add Mike Matthews. Don Linnell seconded for discussion. Daryl Lynchard amended the motion to include the check signers update will take place when we have a new CEO. Motion passed unanimously.**

**Sunbiz Update: Mike Matthews motioned to update the officers and directors for HNWS, TCHC, and MESI. Bill Thiel seconded. Motion passed unanimously. (Need to update to add the CEO as the Registered Agent and the CEO.)**

**Additional**

**Daryl Lynchard motioned to follow guidelines and make Mark Miller as President the acting CEO. Motion dies for lack of second.**

**Member Forum:**

**Carmen Reynolds, 9621 Sunnybrook Dr:** The Member congratulated the new board members.

President Mark Miller announced HNWS has signed a contract with the new CEO, Jeff Crigler and we will welcome him on February 2, 2023.

**Joe Campbell motioned to adjourn. Daryl Lynchard seconded. Motion passed.**

**Action Items:**

1. Update check signers and Sunbiz.

Meeting adjourned at 4:20 P.M.

  
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Bill Thiel, Secretary