

HOLLEY-NAVARRE WATER SYSTEM, INC.

NONPUBLIC PERSONNEL MEETING

APRIL 17, 2018

9:08 P.M. (CST)

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PRESENT:

James Calkins, President
Will Goulet, Vice President
Doug Larson, Secretary/Treasurer
Ricki Desantis, Director
Geo Mayer, Director
Daryl Lynchard, Director
Mark Miller, Director
Debbie Gunnoe, Director
Paul Gardner, General Manager

Torin Brand, HNSW -IT

ALSO PRESENT:

Keith Kilpatrick, ESQ.

P R O C E E D I N G S

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MR. CALKINS: This a personnel meeting. The meeting is currently still going on until we have a motion to adjourn. Is everybody ready to start this meeting? Are you ready?

COURT REPORTER: Yes.

MR. CALKINS: Okay. I'm going to now go to Mr. Geo Mayer.

MR. MAYER: Geo Mayer. I have a motion to offer. Believing that all corporate officers, rather, that all corporate officers should be members of the Board, I move that Ricki for treasurer, Debbie for secretary, and thank Doug for his service.

MR. CALKINS: We have a motion. Do we have a second?

MR. DESANTIS: I'll second the motion.

MR. CALKINS: Okay. We have a motion and a second. Any further -- any discussion?

MR. MILLER: Yeah, the bylaws say the position has to be a secretary-treasurer, they're not two separate positions, and we actually had this discussion at the February meeting, I believe it was.

1 MR. LYNCHARD: That's correct.

2 MR. CALKINS: I think we could make it work.
3 Anybody else?

4 MR. LYNCHARD: The bylaws say that Doug can
5 be the -- that we can have an outside or
6 secretary-treasurer that's not an elected Board
7 member.

8 MR. MAYER: An outside secretary?

9 MR. LYNCHARD: A secretary-treasurer that's
10 not -- that's what the bylaws say, isn't it?

11 MR. MAYER: No, secretary can be an outside.

12 MR. GOULET: It says we can or we don't have
13 to.

14 MR. MILLER: No, it says secretary-treasurer
15 does not need to be a Board member.

16 MR. DESANTIS: No, it says
17 secretary/treasurer. It doesn't say what you just
18 said.

19 MR. CALKINS: Okay.

20 MR. DESANTIS: And that is only specific to
21 what it was talking about in that sentence.

22 MR. MAYER: My motion is without regard to
23 what the bylaws say.

24 MR. CALKINS: Well, we've got a motion and
25 second. Anymore discussion?

1 MR. MILLER: Keith, would you read the
2 section of the bylaws that says --

3 MR. KILPATRICK: Duties of officers?

4 MR. MILLER: Yes, duties of officers.

5 MR. KILPATRICK: Section three, I believe
6 is what pertains. Duties of the
7 secretary-treasurer shall keep a complete record
8 of all meetings of the corporation and the Board
9 of Directors shall have general charge and
10 supervision of the books and records of the
11 corporation.

12 He shall sign all membership certificates
13 with the president and such other papers
14 pertaining to the corporation as he may be
15 authorized or directed to do so by the Board of
16 Directors.

17 He shall serve all notices required by law
18 and by these bylaws and shall make a full report
19 of the matters in business pertaining to his
20 office to the members at the annual meeting.

21 He shall keep the corporate seal and
22 membership certificates, records of all the
23 corporation, complete and countersign all
24 certificates issued by affix to said corporate
25 seal to all papers required seal.

1 He shall keep a proper membership
2 certificate record, showing the name of each
3 member of the corporation, address and date of
4 issuance, surrender, cancellation or forfeiture.

5 He shall make all reports required by law
6 and shall perform such other duties as may be
7 required of him by the corporation or the Board of
8 Directors.

9 Upon the election of his successor, the
10 secretary-treasurer shall turn over to him all
11 books and other property belonging to the
12 corporation that he may have in his possession.

13 He shall also perform the duties with
14 respect to finances of the corporation as may be
15 prescribed by the Board of Directors.

16 MR. CALKINS: Now -- are you finished?

17 MR. KILPATRICK: Go ahead.

18 MR. CALKINS: We are basically delegating
19 that to Debbie. She is taking that role and Ricki
20 is taking on the treasurer role, which is
21 basically like the finance chair-type.

22 MR. MILLER: It says it's one person.

23 MR. GOULET: That would be one person, first
24 off, and second --

25 MR. CALKINS: Well, that would be Debbie,

1 it's one person, and it's following the bylaws.

2 MR. GOULET: We as a Board voted to put Doug
3 in this position, unless we're going to be like
4 the Trump regime and just start appointing people
5 and firing people because they don't do what you
6 want; is that what we're doing? I don't
7 understand.

8 MR. CALKINS: We've got a motion on the
9 floor and second. Any further discussion?

10 MS. GUNNOE: As discussion, I think with
11 Ricki's experience with his qualifications and now
12 that we have a fully, we've got all seven
13 positions filled on the Board, it says it may be
14 somebody outside the Board. It doesn't have to be
15 a Board member, it just has to be member of the
16 system.

17 But we've got a fully formed Board now.
18 Back at the time Doug was voted in to be both
19 secretary and treasurer, it was done when you had
20 two vacancies, well, you don't have the vacancies
21 now.

22 MR. LYNCHARD: It didn't matter. We could
23 have made anybody the secretary or treasurer.

24 MS. GUNNOE: Well, but...

25 MR. GOULET: We could have made anybody

1 secretary-treasurer.

2 MR. LYNCHARD: We chose Doug.

3 MS. GUNNOE: Well, we have a full Board now,
4 and with Ricki's experience and qualifications, I
5 think he would make an excellent treasurer.

6 MR. CALKINS: Absolutely.

7 MS. GUNNOE: And if it has to be one person
8 to do both, then I would defer to Ricki being
9 both.

10 MR. LYNCHARD: So what's the reason to get
11 rid of Doug then?

12 MR. MAYER: I have a question.

13 MR. CALKINS: Yes.

14 MR. MAYER: That description that you just
15 read, anybody here know if any of that has ever
16 been done in the history of this organization?

17 MR. CALKINS: No.

18 MR. MILLER: If any of what?

19 MR. MAYER: Any of those responsibilities
20 and assignments in those jobs?

21 MR. MILLER: Yes, absolutely.

22 MR. GOULET: No, there was split treasurers
23 before and secretaries.

24 (Unintelligible multiple speakers.)

25 MR. CALKINS: Are you finished, Geo?

1 MR. MAYER: I just asked the question.

2 MR. MILLER: I'm going to make two points.
3 Number one, this is not a personnel issue that
4 should be discussed in a private Board meeting.

5 MR. LYNCHARD: No.

6 MR. MILLER: This is something that should
7 have happened in our public meeting if we were
8 going to take this action --

9 MR. CALKINS: This is --

10 MR. MILLER: No, I'm going to finish -- so I
11 object to this even being done in a closed room
12 outside of the public eye.

13 And number two, we as Board of Directors
14 cannot operate against and in opposition to our
15 bylaws, it says it's one person. We cannot divide
16 that position and make it two people. I'm sorry.

17 MR. CALKINS: There is a precedent, and it's
18 been done before. There has been plenty of --
19 when I got on the Board, they actually -- you can
20 go back and look at the minutes -- they actually
21 ranked me finance chair/treasurer. And they had
22 to basically, what this is is Debbie --

23 MR. MILLER: Finance chair is different than
24 secretary.

25 MR. CALKINS: Well, that's what we're doing

1 basically is Debbie is basically the
2 secretary-treasurer, and then Ricki would be just
3 the treasurer/finance chair, it's just a word.

4 MR. MILLER: You're violating the bylaws by
5 voting.

6 MR. CALKINS: No, you're not.

7 MR. MILLER: Yes, you are.

8 MR. MAYER: Well, what's the precedent of
9 that?

10 MR. LYNCHARD: What's the reason we're going
11 to get rid of Doug? What has he done?

12 (Unintelligible multiple speakers.)

13 MR. CALKINS: It's nothing to do with Doug.
14 It has to do with the Board is full.

15 MR. MAYER: How about the loss of the
16 \$1,100,000?

17 MR. LARSON: Do what?

18 MR. KILPATRICK: Hey, one at a time. She is
19 typing.

20 MR. MAYER: He lost \$1,100,000 today.

21 MR. LARSON: No, he didn't. Paul misstated
22 what he had told me the day after the new Board
23 formed, and I believe he told Will that, too.

24 MR. DESANTIS: Mr. President, if I may?

25 MR. CALKINS: Okay. We are going to now go

1 to Ricki and then we need to hurry this up, but go
2 on.

3 MR. DESANTIS: I just want to make a point.
4 People seem to be seeking cause or whatever. I
5 would like to cite Florida Statute 607.084,
6 removal of officers, which would be in this case,
7 Doug, the Board of Directors may remove any
8 officer at any time with or without cause, so
9 that's a nonissue.

10 MR. CALKINS: Well, the person was picked by
11 the Board. But this is not even removing him,
12 basically. It's just basically picking two
13 others, and thanking him for his services is what
14 Geo's motion said.

15 MR. LYNCHARD: I believe we need to do this
16 in an open meeting.

17 MR. CALKINS: Is there any further
18 discussion?

19 MR. LARSON: I may have to talk to Keith
20 privately before y'all continue.

21 MR. CALKINS: No, that's not going to
22 happen.

23 MR. LYNCHARD: I think that he can.

24 MR. DESANTIS: There's a motion on the floor
25 and a second.

1 MR. MILLER: Can we get some advice from our
2 attorney on this?

3 MR. LARSON: Keith, considering what I
4 talked to you about earlier, do you think you and
5 I need to discuss this before they continue?

6 MR. KILPATRICK: I mean, I think that you
7 probably need to make it -- there's been a
8 complaint that has been filed by Doug, he just
9 gave it to my attention a few minutes ago. He
10 asked me to keep it private until he actually
11 formally filed it with HR and stuff or when there
12 is one formed, so I mean...

13 MR. LARSON: Can we just step out for a
14 second?

15 MR. CALKINS: This is exactly why we've got
16 to move forward.

17 MR. DESANTIS: There's a motion. Call that
18 vote. There's a motion.

19 MR. CALKINS: Okay. I am now -- any further
20 discussion?

21 MR. MILLER: I've requested advice from our
22 attorney on our taking action in opposition to our
23 bylaws which state that it's one person.

24 MR. CALKINS: Basically, it's not -- it is
25 one person, and it's Debbie. Okay?

1 MR. KILPATRICK: Just clarification, just by
2 whenever I read that, I kind of thought through
3 the process, and the only problem or the
4 clarification I would need is that at the very
5 last part of it, it says, he shall also perform
6 such duties -- being the secretary -- duties with
7 respect to the finances of the corporation, and
8 this is where it gets confusing, as may be
9 prescribed by the Board of Directors.

10 That tells me that the Board of Directors
11 has the authority, and this is just listening to
12 what it says at the very end, has the authority to
13 have that person do the finances or not do the
14 finances.

15 Let me reread that, because the last
16 sentence of our bylaws says, he shall also perform
17 such duties with respect to the finances of the
18 corporation as may be prescribed by the Board of
19 Directors. That's the only confusion that I have
20 and you guys have to make that decision, I don't.

21 MR. DESANTIS: There's a motion, Mr.
22 President.

23 MR. KILPATRICK: I would like to talk to
24 Doug.

25 MR. CALKINS: Okay.

1 MR. LYNCHARD: We sat out there and we
2 talked for an hour about stuff that was nothing.
3 We can at least finish discussing this to the end
4 without taking a vote.

5 MR. CALKINS: Mr. Lynchard, we can discuss
6 it, I'm okay. We can discuss it here.

7 MR. LYNCHARD: We've got several people that
8 are wanting to discuss it.

9 MR. CALKINS: I'm not opposed.

10 MR. LYNCHARD: We need clarification from
11 the attorney. There's no reason to push this to a
12 vote right now.

13 MR. MILLER: It's not a personnel issue.

14 MR. CALKINS: I'm fine with that. We'll
15 push this to a vote when y'all are finished. I'm
16 fine with that, and then we're going to vote on
17 it. So if there's anymore questions, make them
18 now.

19 MR. MILLER: Keith and Doug would like to
20 speak and I make a motion we allow them to do
21 that.

22 MR. CALKINS: There's already a motion and a
23 second on the floor, and we can either vote on
24 that now or we can ask questions right here in
25 this room.

1 MR. LARSON: This will actually be related
2 to what you're doing, so it is important that I
3 talk to Keith.

4 MR. CALKINS: You can talk to Keith right
5 here in front of all of us.

6 MR. LARSON: Should I, Daryl?

7 MR. LYNCHARD: That's between you and him.
8 Do what you've got to do.

9 MR. LARSON: Keith, if they remove me, does
10 my complaint against James on having him removed
11 from the Board still stand valid?

12 MR. KILPATRICK: Of course.

13 MR. LARSON: Okay. You can remove me. I've
14 filed a complaint to have you removed from the
15 Board, James.

16 MR. CALKINS: Okay. Thank you. Thank you,
17 Mr. Doug. Do we have any further discussion on
18 this?

19 MR. KILPATRICK: I will make sure that
20 personnel gets that.

21 MR. LARSON: It's not an HR complaint. This
22 is a secretary filing an official complaint to
23 have James removed from the Board.

24 MR. CALKINS: Thank you, Mr. Doug.

25 MR. LARSON: It will be a members meeting,

1 y'all enjoy.

2 MR. CALKINS: Okay. So we have a motion and
3 a second. Any further discussion?

4 (No response.)

5 MR. CALKINS: Seeing no further discussion,
6 all those in favor, say aye.

7 (Geo Mayer, Debbie Gunnoe, Ricki DeSantis
8 and James Calkins say aye.)

9 MR. CALKINS: Motion passes.

10 (Motion passes.)

11 MR. LYNCHARD: Just for the record, I'm
12 voting against it.

13 MR. GOULET: I'm voting against it.

14 MR. MILLER: Nay.

15 MR. CALKINS: By the way, just to clarify
16 that this meeting is a private personnel meeting,
17 nothing in this room is allowed to be discussed
18 outside of this room.

19 MR. LYNCHARD: It is an open personnel.

20 MR. LARSON: I do not get paid. I am not
21 personnel. I am an officer of this Board.

22 MR. CALKINS: This is a private personnel
23 and --

24 MR. LARSON: No. I am an officer of the
25 Board.

1 MR. CALKINS: And everything that gets out
2 of this room, you all will be responsible for any
3 information that gets out of this room.

4 MR. MILLER: What we just did is not a
5 confidential personnel meeting.

6 MR. LYNCHARD: No, it's not.

7 MR. CALKINS: We called it a confidential
8 personnel meeting.

9 MR. MILLER: You did it wrong. It should
10 have been in the public meeting. It's not
11 transparent at all and so it's not confidential
12 personnel information.

13 MR. DESANTIS: We had a vote. Can we move
14 on?

15 MR. CALKINS: Mr. Doug, please remove
16 yourself from the room. Thank you.

17 MR. LARSON: It will be my pleasure.

18 MR. CALKINS: Thank you for your service.

19 MR. LARSON: Thank you. I will see you at
20 your removal. Mr. Keith, if you need to get ahold
21 of me about that stuff, you've got my number.

22 MR. KILPATRICK: I do.

23 MR. LARSON: Enjoy. I'm not losing any
24 sleep.

25 (Mr. Larson exited the room.)

1 MR. CALKINS: Okay. Moving on to the next
2 item. Mr. Geo Mayer.

3 MR. MAYER: I believe the next item is
4 Debbie.

5 MR. CALKINS: Oh, I apologize. Debbie. No,
6 actually, the next item was you, [REDACTED] (sic).

7 MR. GARDNER: You were calling [REDACTED] --

8 MR. CALKINS: I'm sorry. It's your item
9 now, unless there's any other...

10 MR. MAYER: Okay. I have another motion.
11 Excuse me, James.

12 MR. MILLER: Did we actually have personnel
13 issues we were going to talk about at this
14 personnel meeting?

15 MR. LYNCHARD: I'm the personnel chairman
16 and nobody ever discussed what the personnel
17 matters were. So as far as I know, no.

18 MR. MAYER: Okay. Debbie, do you have a
19 motion?

20 MS. GUNNOE: Ah...

21 MR. CALKINS: Hold on a second. Hold on.

22 MS. GUNNOE: Yeah. I have a couple motions.
23 I can take forward one of them, be happy to. I'm
24 happy to go ahead and press with a motion that
25 I've got.

1 MR. LYNCHARD: Go ahead. What you got?

2 MS. GUNNOE: As was discussed out in the
3 open session, we have all agreed that probably the
4 most pressing issue that we have here within the
5 water system is what we're going to do with the
6 effluence. We don't have enough adequate spray
7 capability, and that was pointed out by you during
8 the tour, as well.

9 So my motion is that I would nominate Will
10 and Daryl to form a select committee to address
11 that concern and accomplish our objectives in the
12 most expeditious manner possible. That would be
13 their sole committee positions, because of the
14 importance of that, except for Will's
15 responsibility with the Fairpoint Board, and that
16 the committee, Will and Daryl, will report back to
17 the Board on our monthly regular meetings, and if
18 necessary, we can take that to a nonpublic
19 session, but basically to get that report back as
20 to how we're progressing.

21 Because as Mr. Gardner had explained to me,
22 if we don't start addressing this issue, we can
23 get a moratorium on any further development within
24 our franchise. So I think it's highly important.

25 And with what Daryl has shared with me in

1 the past and his knowledge of what needs to be
2 done and with Will in his experience on the Board,
3 that is the purpose for me nominating the two of
4 them to be that select committee.

5 MR. CALKINS: Okay. We have a motion.

6 MR. MILLER: Restate the motion. It was
7 lengthy.

8 MS. GUNNOE: Yeah, I know. I'm sorry.

9 MR. MILLER: That's all right.

10 MS. GUNNOE: The motion is to form a select
11 committee. I put a couple of discussion items in
12 there and I apologize, I will make it succinct.

13 MR. MILLER: I understand.

14 MS. GUNNOE: A select committee of two,
15 which would be Will Goulet and Daryl Lynchard, to
16 accomplish our objectives in the most expeditious
17 manner possible with the issue of adequate spray
18 capacity, spray field capacity, and to report back
19 to this Board on a monthly basis, and that they
20 would be exclusive to that select committee,
21 except for Will's position on the Fairpoint Board.

22 MR. CALKINS: Okay. We have a motion. Do
23 we have a second?

24 MR. MAYER: I second.

25 MR. CALKINS: We have a motion and a second.

1 Now further discussions, Mr. Miller.

2 MR. MILLER: That is a wonderful motion,
3 however, it should not be made in a personnel
4 meeting. It should have been made out there in
5 our general membership meeting in front of the
6 public, so for that reason, I'm going to be
7 opposed to us taking any action on that.

8 I think it's a great motion, this is not the
9 place to do that. I'm sorry.

10 MR. CALKINS: Okay. Do we have any other --

11 MS. GUNNOE: Well, can we save that motion?
12 We're going to go back out. We haven't -- we're
13 just in this session for the time being, so can we
14 table that motion until we get back out into the
15 --

16 (Unintelligible multiple speakers.)

17 MR. DESANTIS: There's a motion on the
18 floor.

19 MR. CALKINS: Hold on a second. Hold on a
20 second. Ms. Gunnoe?

21 MS. GUNNOE: I'm just asking.

22 MR. CALKINS: I would like to answer Ms.
23 Gunnoe's question. Basically, on the agenda, we
24 set out to have a personnel meeting and then after
25 this is adjournment. I have to have 48 hours in

1 advance to be able to -- this is a personnel
2 meeting, which your motion is valid within this
3 group, but the agenda was set on Friday and for us
4 to go back out there and add another agenda item,
5 that's what...

6 MS. GUNNOE: All right.

7 MR. LYNCHARD: None of this is personnel.

8 MR. DESANTIS: Mr. President, we have a
9 motion and a second.

10 MR. CALKINS: We have a motion and a second.

11 MR. DESANTIS: They have already voiced
12 their vote.

13 MR. CALKINS: Anymore discussion?

14 MR. DESANTIS: Why don't you just put it to
15 a vote?

16 MR. CALKINS: Seeing no discussion, all
17 those in favor, say aye.

18 (Geo Mayer, Ricki DeSantis and Debbie Gunnoe
19 say aye.)

20 MR. CALKINS: Any opposed?

21 MR. MILLER: Nay.

22 MR. LYNCHARD: I'm just not voting because
23 it's not proper.

24 MR. CALKINS: And so you're abstaining?

25 MR. LYNCHARD: Whatever you want to call it.

1 MR. CALKINS: If you have abstained, motion
2 passes. Will, would you state your vote? Are you
3 abstaining?

4 MR. GOULET: I'm just going to abstain from
5 it.

6 MR. CALKINS: Okay. So one nay, two
7 abstains and three ayes.

8 Okay. The next item, Mr. Geo.

9 MR. MAYER: I have a motion that [REDACTED]
10 be discharged as [REDACTED] of the [REDACTED]
11 [REDACTED] and that he be given the opportunity
12 to resign for personal reasons, provided that his
13 resignation is direct, straightforward without
14 negotiation or any consideration other than his
15 accrued entitlements.

16 Further, if [REDACTED] elects not to resign,
17 he shall be immediately terminated for cause. Our
18 outside auditors shall review the company's books
19 and records. Documented events and irregularities
20 established [REDACTED] failure to fulfill his
21 responsibility for honest service.

22 MR. CALKINS: Okay. We have a motion. Do
23 we have a second?

24 MS. GUNNOE: I'll second.

25 MR. CALKINS: We've got a motion and a

1 second. Any further discussion?

2 MR. MILLER: Finally a personnel item.

3 MR. LYNCHARD: Just because I'm thinking
4 that this -- we're discussing things that, some of
5 them are private and some of them are not private,
6 that are going on right now, so I think that
7 probably needs to be privileged, whatever we're
8 going to talk about at this point with [REDACTED]

9 I haven't read it other than the headline
10 that I read whenever I sat down and was handed a
11 sheet of paper tonight, but [REDACTED] has filed
12 an [REDACTED] complaint with the Board against James and
13 Geo.

14 So I have not read the whole thing, I don't
15 know what it is. I'm sure our secretary had it,
16 but he is not here anymore, so I'll let you know
17 whenever I do.

18 MR. KILPATRICK: I got it right here.

19 MR. LYNCHARD: Okay. Then you got it. So
20 you know what he's doing.

21 MR. KILPATRICK: Yeah.

22 MR. LYNCHARD: And is it a valid complaint?

23 MR. KILPATRICK: I haven't gone through all
24 the facts and stuff, but I can go through the
25 allegations. It's fairly short.

1 MR. MAYER: All complaints are valid subject
2 to the adjudication.

3 MR. CALKINS: Let's go to Will.

4 MR. GOULET: Here's my problem. And I'll
5 just go ahead and throw it out there. [REDACTED] has a
6 recurring contract that renews automatically every
7 year. If I was to do quick math, if you are going
8 to fire [REDACTED] today, and to pay out his contract, we
9 owe him probably [REDACTED], [REDACTED]. And I know Mr.
10 Mayer stated two options for him to be able to
11 resign or to be fired with cause.

12 Well, here's the problem, [REDACTED] could sue us
13 and [REDACTED] could probably win, and we would have to
14 pay, no offense, we would have to pay Keith to
15 defend us and we'd still end up paying him anyway,
16 and we're going to have a black eye on this
17 community.

18 I think if you decide to go forward with
19 this, I think the right thing to do would be to
20 pay the man out his contract and have him sign a
21 letter of disclosure and hopefully he would remove
22 his complaint against the Board members and it
23 doesn't go any further. That's my recommendation
24 if you choose to go forward with this. I will
25 vote no to fire [REDACTED] under the

1 circumstances, but I'm just being honest with you,
2 that's my recommendation to the Board.

3 MR. CALKINS: Okay. Mr. Miller, and then
4 we'll go to Mr. DeSantis.

5 MR. MILLER: I understand to fire him with
6 cause, we have to have cause, and I haven't heard
7 any legitimate cause yet to fire him, and I don't
8 expect that he will voluntarily resign, and just
9 looking at what's best for our water system and
10 our members, which we all took a pledge to do, to
11 take an operation that's already operating in the
12 red and pay two [REDACTED] salaries because
13 you decide we're going to get rid of this [REDACTED]
14 [REDACTED] before his contract is up, that would be
15 irresponsible of us. And I don't know what
16 another [REDACTED] is going to cost us, but
17 we are looking at paying out [REDACTED] salary and
18 paying another [REDACTED] salary.

19 MR. MAYER: That's not the motion.

20 MR. MILLER: Who is going to run the -- my
21 question then would be: Who is going to run the
22 company, the golf course and the restaurant, and
23 how much is it going to cost us?

24 We don't have a cause to fire [REDACTED], so I'm
25 going to be opposed to doing that.

1 MR. CALKINS: Thank you. We are going to go
2 to Ricki and then we're going to go to Debbie.

3 MR. DESANTIS: I'm just -- I put the issues
4 and the facts out here, independent point of view,
5 to be clear, I'm not taking any sides, because as
6 a Board director, I'm not supposed to, I'm
7 supposed to stick to issues.

8 One, I would say to you my fellow Board
9 member William, where do you come up with the
10 professional advice and legal grounds to make the
11 claim that he will win and we will pay his salary,
12 too? That's something that would end up in
13 negotiations.

14 Two, there's issue here of benefits or
15 things of that nature, which could be a negotiated
16 settlement, but to sit and say that, I think,
17 would be irresponsible to say so and with this
18 Board.

19 Second, as far as cause and things of that
20 nature, that's prudence and that's decisions to be
21 made.

22 And three, I would think that it's wrong,
23 Mark, to make an assumption to use in your
24 argument that two salaries are going to be paid.
25 That's emotional grandstanding, not real issue

1 fact-based. It could be a concern of yours, but I
2 would not simply make that claim. You have to be
3 responsible and just stick to the issues, put
4 those on the table. And with that, I yield to Geo
5 for his response.

6 MR. CALKINS: Mr. DeSantis, I apologize, but
7 Debbie was next, and then we'll go to Geo and then
8 we'll go to Daryl. Is that fair, Debbie? Did you
9 have something to say?

10 MS. GUNNOE: Yes. My concern, and it
11 started with the golf meeting, I mean, that was
12 right after I was seated to the Board. My biggest
13 concern is that the golf course was operated in
14 the red last year, he's projecting to operate it
15 in the red this coming year.

16 He also took action to offer, I think they
17 were, \$10,000 memberships without ever bringing
18 that to the Board first. Those are significant
19 decisions that he took upon himself to make. And
20 in a real world, if I had somebody working for me
21 like that, they would be fired on the spot.

22 MR. GOULET: The Board never gave him
23 directions or limitations, though, that's the
24 problem.

25 MS. GUNNOE: Well, he's been told to manage

1 the golf course. He is not managing the golf
2 course. He's not doing what needs to be done to
3 bring the golf course where it's a profitable
4 business and as a golf course manager, that's his
5 number one responsibility.

6 MR. GOULET: And he hasn't had a job review
7 in three years either. Just putting that out
8 there.

9 MS. GUNNOE: That's not my fault.

10 MR. GOULET: I was just giving you some
11 history.

12 MS. GUNNOE: I'm looking at a golf course
13 manager that operated in the red last year and
14 didn't seem to have a problem bringing that fact
15 to the Board, and then laid out a budget to the
16 Board that said, oh, and by the way, I'm not going
17 to work any harder than I did last year, as a
18 matter of fact, I'm going to work less because
19 this year I'm not going to bring you even as much
20 money as I brought you last year.

21 Those are great causes. I mean, we are
22 losing money on the golf course and we shouldn't
23 be. Tiger Point is gone, essentially. Tiger
24 Point is a worthless golf course. We are the only
25 golf course, and I've heard from people who golf

1 at Hidden Creek who have told me, man, that's a
2 great golf course, it's really being taken care of
3 well. But that's what we have on the south end of
4 the county.

5 And if we only have one significant golf
6 course on the south end of the county that can't
7 be managed by a trusted golf course manager to
8 bring us at least where we're breaking even, to
9 me, that's great cause to be letting someone go.

10 It's unfortunate that he's coming forward
11 with an [REDACTED], because it looks like it's
12 now retribution. I didn't know anything about
13 that EEO complaint at the meeting when I made the
14 decision to myself that [REDACTED] needed to go.

15 MR. CALKINS: And as a matter of fact, we
16 all were at that meeting, at the committee
17 meeting, and there was pretty much unanimous
18 support by the group that was there that [REDACTED]
19 [REDACTED] had to go.

20 MR. GOULET: What meeting?

21 MR. CALKINS: This was at the committee --
22 actually, you were not at that meeting.

23 MR. GEO: It was your insurance meeting
24 after that.

25 MR. LYNCHARD: There's a right way and a

1 wrong way to do everything.

2 MR. CALKINS: Mr. Miller -- wait. Wait. I
3 apologize. Who was next?

4 MR. DESANTIS: Geo.

5 MS. GUNNOE: It ws Geo.

6 MR. CALKINS: Geo was next. Okay. We'll go
7 to Geo and then Daryl. Go on, Geo.

8 MR. MAYER: There's a motion on the floor
9 and it's been seconded.

10 MR. LYNCHARD: We saw this all last year.
11 There's a motion on the floor. It's going to be
12 three to four. Y'all are going to win, so go
13 ahead and call the vote. If there is going to be
14 anymore motions that are like this tonight, call
15 the vote. There's no reason to discuss them.

16 MR. MILLER: No, we are going to discuss
17 until --

18 MR. CALKINS: I will allow all Board members
19 -- you are all members of the Board. We are
20 all --

21 MR. GOULET: This was all planned out
22 between the four of you. We have no paperwork
23 that you guys have.

24 MR. LYNCHARD: You're all looking at papers
25 that we don't have anything to do with. Put that

1 on the record.

2 MR. CALKINS: Mr. Miller.

3 MR. MAYER: What do you mean you don't have
4 no knowledge of this?

5 MR. CALKINS: Hold on a second.

6 MR. GOULET: I don't have those papers you
7 have in your hand.

8 MR. CALKINS: Wait a second. You were at
9 the committee meeting, you were at the committee
10 meeting. I'm going to go to Mr. Miller and then
11 we're going to go to the next person.

12 MR. MILLER: I would like to say that we did
13 have a discussion and we all did come to an
14 agreement that [REDACTED] was not doing the job
15 that needs to be done at that [REDACTED] but we
16 did not come to any kind of unanimous agreement
17 that he needed to be terminated.

18 MR. MAYER: That's correct.

19 MR. MILLER: And I really believe that in
20 the best interest of the golf course and the water
21 company and its users that he should be given some
22 direction in what to do with his job, with his
23 budget, with running the golf course, but that to
24 terminate him, and I'm going to assume that we are
25 going to have to pay out his contract, because I

1 have not yet seen any clause that's in his
2 contract that he's violated, okay, that would keep
3 us from having to pay out his contract.

4 Someone is going to have to run that golf
5 course, and they're not going to do it for free.
6 So that's where my assumption that we would be
7 paying two salaries for the remainder of this year
8 and probably January of next year, because -- does
9 it renew in February? So we are looking at eight
10 months of having to pay someone else if he's not
11 there everyday running the place.

12 The golf course runs well and is in better
13 shape than it's been in years. The restaurant is
14 what needs help. So I just think a better
15 solution would be to either look at having someone
16 else run the restaurant, or -- I don't think the
17 solution and in the financial best interest of the
18 water company is to terminate [REDACTED]
19 contract. So that's my say. And y'all can do
20 what you want to do.

21 MR. CALKINS: Thank you, Mark. Ricki, is
22 that the next person? Any further discussion?

23 MR. DESANTIS: Did you have any comments, or
24 are we voting?

25 MR. MAYER: I say we vote.

1 MR. CALKINS: Seeing no further discussion,
2 all those in favor, say aye.

3 (Geo Mayer, Ricki DeSantis and Debbie Gunnoe
4 say aye.)

5 MR. CALKINS: Any opposed?

6 MR. LYNCHARD: Yes. No.

7 MR. MILLER: Nay.

8 MR. GOULET: I vote no.

9 MR. CALKINS: Okay. In this situation, I
10 have to break the tie. And I would like to say
11 that we all voted unanimously for Geo Mayer to be
12 our golf course committee chair, and this
13 recommendation was by our golf course committee
14 chair and we should give him the respect that he
15 lives on the golf course.

16 He's been involved in this for three years.
17 And I take advice from the golf course committee
18 chair, and I would say that I break the tie and
19 vote in favor of the motion. And I would like to
20 say that based on the recommendation from the golf
21 course committee chair. Motion passes.

22 MR. DESANTIS: Just for quick discussion, I
23 think it is important to support our chairs of
24 committees that are chairs of those committees,
25 especially a person like Geo who has had five to

1 six country clubs that were all successful, which
2 speaks for itself.

3 MR. MAYER: No. Two or three, maybe.

4 MR. DESANTIS: I apologize.

5 MR. LYNCHARD: Weren't we blind-sided, the
6 personnel committee Chair?

7 MR. MILLER: I think that's what it was.

8 MR. GOULET: That's kind of funny.

9 MR. LYNCHARD: That's real funny.

10 MR. DESANTIS: I don't know, but I'm talking
11 about this one --

12 MR. LYNCHARD: We're supposed to respect the
13 chair committee and then we're in here and I don't
14 know anything about it, that is awesome.

15 MR. MILLER: Yeah, give up on that.

16 MR. DESANTIS: Wait a minute. Weren't you
17 guys involved in his [REDACTED]?

18 MR. LYNCHARD: No, I was not. I was not
19 involved in any of this.

20 MR. DESANTIS: With that said, I think we
21 should yield to his expertise, respect that.

22 MR. LYNCHARD: We already have.

23 MR. MILLER: What's the next item?

24 MR. CALKINS: Debbie.

25 MS. GUNNOE: I make a motion that we look to

1 employ John Childs as the general manager of the
2 club at Hidden Creek. He gave an excellent
3 presentation to us.

4 And I also, as part of that motion -- so I
5 move to employ John Childs as general manager of
6 Hidden Creek and that Ricki DeSantis, Will Goulet,
7 myself and Geo Mayer constitute a committee to
8 negotiate and execute a term of employment
9 contract for that position.

10 MR. CALKINS: Okay. We've got a motion. Do
11 we have a second?

12 MR. MAYER: I second.

13 MR. MILLER: Who were the people on your
14 committee?

15 MS. GUNNOE: DeSantis, Goulet, Gunnoe and
16 Mayer.

17 MR. CALKINS: We have a motion and a second.
18 Are you finished?

19 MR. MILLER: I just wanted to clarify who
20 the motion was for the committee.

21 MR. CALKINS: Mr. Lynchard?

22 MR. LYNCHARD: We have never hired a top
23 level manager here as long as I've been on the
24 Board and as long as I've known people on the
25 Board without taking resumes from at least five

1 other people.

2 Y'all are just going to hire somebody that
3 you think is going to be good without taking any
4 resumes? Is that the way you're going to do
5 business from this point forward?

6 MR. CALKINS: There's a motion and a second
7 on the floor.

8 MR. LYNCHARD: Yes, sir, there is, and we
9 are discussing it right now.

10 MR. CALKINS: But what I would say is there
11 are plenty of instances throughout this company's
12 history where people have gotten hired plenty of
13 times.

14 MR. DESANTIS: Well, [REDACTED] is --

15 MR. GOULET: Name one.

16 MR. DESANTIS: [REDACTED].

17 MR. CALKINS: Keith Kilpatrick.

18 MR. DESANTIS: You and Gaius brought [REDACTED]

19 [REDACTED] to this company.

20 MR. LYNCHARD: There were five resumes.

21 MR. CALKINS: Hey, Daryl. Keith, our
22 attorney that we have right now --

23 MR. MAYER: Do you want to see them?

24 MR. CALKINS: -- was hired without any
25 resumes, and it was the greatest decision we made

1 because he's an excellent attorney.

2 MR. LYNCHARD: He's not an employee of
3 Holley-Navarre Water System.

4 MR. GOULET: He's not an employee. He's a
5 subcontractor. So where is your next example?
6 Show me your next example. If you're going to do
7 something stupid, show me your next example,
8 because this is fucking stupid. And you can put
9 that in there, that's fine.

10 MR. MAYER: I remember when -- remember when
11 [REDACTED] got hired? How was that?

12 MR. GOULET: Yes, and we had interviews.

13 MR. MAYER: When he got fired. You fired
14 him out in a public meeting. You had a director
15 resign.

16 MR. GOULET: We had interviews.

17 MR. LYNCHARD: And we had interviews with
18 the replacements.

19 MR. DESANTIS: I think the issue at hand
20 here is this individual Childs interviewed with
21 the committee. He has experience in that
22 industry, an industry that's very difficult to
23 manage at this time. We have a Chair with great
24 experience in that industry. That golf course
25 needs extreme aggressive and deep experience and

1 knowledge to manage it and turn it back into the
2 black.

3 As Debbie said, it's really the only golf
4 course around here. We have a great asset here,
5 and it's time to be professionals, remove
6 emotions, move forward, make the tough business
7 decisions that benefit the members as a whole. We
8 should just stick to the issues and facts without
9 emotions. You will win and you will lose. I've
10 been there since I got on this Board, but I never
11 jumped and screamed and cursed. Let's be real
12 gentlemen.

13 So there's a motion and a second. If
14 there's no further discussion, I ask that we vote,
15 Mr. President.

16 MR. CALKINS: We got a couple -- I would
17 like to go to Ms. Debbie.

18 MS. GUNNOE: We had a highly qualified
19 individual that came and spoke to us and presented
20 his qualifications.

21 MR. DESANTIS: It's a business decision.

22 MS. GUNNOE: He also talked about his
23 history with Hidden Creek. And as I read his
24 resume, as I listened to him in his presentation,
25 as I heard him explain how he would resolve some

1 of the issues that we have at the golf course as
2 far as the negative, working in the red on the
3 budget, to me, yeah, we could go and ask for, but
4 where are they going to come from?

5 We've got someone that's right here local.
6 We've got someone that's highly qualified. We've
7 got somebody that has an excellent resume, that
8 has great ideas for how to bring the golf course
9 to make it a premier golf course for here on the
10 south end of the county.

11 MR. DESANTIS: Lives here. Well-known.

12 MS. GUNNOE: I just think that -- and that's
13 why I made the nomination for him. I made the
14 nomination for him because I was highly impressed
15 with him.

16 MR. GOULET: On the Board for a month, you
17 know everything about the golf course.

18 MS. GUNNOE: That has nothing to do with it.
19 Were you at that meeting?

20 MR. GOULET: No. I have to work for a
21 living. I'm not retired. I can't go to every
22 meeting.

23 MS. GUNNOE: I understand that, but I was at
24 that meeting and I was impressed with this
25 gentleman, and I believe that this is a person who

1 can take the reigns of the golf course and turn
2 the golf course around.

3 MR. LYNCHARD: I personally didn't know we
4 were interviewing candidates and taking resumes.
5 Let's go ahead and call the vote and get this over
6 with. Okay? Let's do it.

7 (Mr. Goulet exited the room.)

8 MR. MAYER: Mr. Goulet left.

9 MR. CALKINS: There's one more member that
10 just left. Mark?

11 MR. MILLER: I'm going to make two quick
12 comments. One, everybody keeps saying Hidden
13 Creek is the only golf course in south Santa Rosa
14 County. I was just at Tiger Point, there were
15 several groups out there and they looked like they
16 were having a really good time playing golf on a
17 beautiful day. It may not be the best course, but
18 we do have another golf course.

19 Second comment, this is not the way to hire
20 for a position. I saw the man's qualifications, I
21 met him. He would probably end up being the most
22 qualified person if we put it out for resumes, but
23 this is not the way to do it, and so I'm going to
24 vote against it.

25 MR. CALKINS: Anybody else?

1 MR. LYNCHARD: No.

2 MR. CALKINS: Anyway, I will now call a
3 vote. All those in favor, say aye.

4 (Geo Mayer, Ricki DeSantis and Debbie Gunnoe
5 say aye.)

6 MS. GUNNOE: We've got one of the people I
7 recommended to be on the committee to work the
8 negotiations with John Childs --

9 MR. CALKINS: Yeah, he was here when you
10 read that, but he's left now.

11 MS. GUNNOE: -- is not now, so...

12 MR. CALKINS: He can make a decision, I
13 guess, as far as that.

14 MS. GUNNOE: Okay. I just wanted a
15 clarification on that. I vote aye.

16 MR. MILLER: I vote nay for the record.

17 MR. LYNCHARD: I vote no for the record,
18 too.

19 MR. CALKINS: We have three ayes, two nays,
20 motion passes.

21 (Motion passes.)

22 MR. CALKINS: Okay. Next item, Ricki.

23 MR. DESANTIS: I want to get to the [REDACTED]
24 [REDACTED] with the e-mail that I received from
25 Paul, I think we all received it, with the [REDACTED]

1 [REDACTED] [REDACTED]?

2 MR. CALKINS: It's [REDACTED].

3 MR. LYNCHARD: I woke up at 2:00 this
4 morning, it's 9:30. I'm going home. See if you
5 can keep us from getting sued tonight. Okay?
6 Just make sure you don't cost us too much money
7 before you leave.

8 MR. DESANTIS: [REDACTED]? Have you
9 recommended [REDACTED] for them?

10 MR. CALKINS: Thank you, Daryl.

11 (Mr. Lynchard exited the room.)

12 MR. GARDNER: Well, actually, their
13 [REDACTED]. Their [REDACTED] are who came up with the
14 recommended [REDACTED]

15 MR. CALKINS: Daryl Lynchard has left the
16 meeting. I would like to make a note of that.

17 MR. DESANTIS: I would like to say I've
18 gotten a write-up from [REDACTED], [REDACTED].
19 And I am going to assume everybody got this
20 write-up by [REDACTED] with regards to [REDACTED]
21 [REDACTED]? Mark, did you get this?

22 MR. MILLER: I didn't get that, no.

23 MR. DESANTIS: It was out in an e-mail.

24 MS. GUNNOE: It was e-mailed.

25 MR. GARDNER: I thought I sent it out with

1 this other --

2 MR. MILLER: Yeah, maybe I didn't see it.

3 MR. DESANTIS: Yeah. Everybody's addresses
4 are on here. I have the e-mail.

5 MR. MILLER: I must have missed that
6 attachment, then.

7 MR. DESANTIS: Anyway, let me get to the
8 point. [REDACTED] recommendation is to bring
9 [REDACTED], which is roughly --
10 well, I have the numbers here. Let me just go for
11 the numbers. I did a little math on them and
12 wrote them up.

13 MR. CALKINS: And just for clarification,
14 this was an item --

15 MR. DESANTIS: [REDACTED]

16 [REDACTED]

17 MR. CALKINS: -- [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 MR. GARDNER: [REDACTED]

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 [REDACTED]

25 MR. DESANTIS: [REDACTED].

1 MR. GARDNER: [REDACTED], [REDACTED] always
2 been in [REDACTED] --

3 MR. DESANTIS: [REDACTED].

4 MR. GARDNER: -- [REDACTED]
5 [REDACTED]

6 MR. DESANTIS: Yes.

7 MR. GARDNER: [REDACTED]
8 [REDACTED],
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED].

19 MR. DESANTIS: Correct.

20 MR. GARDNER: I wasn't completely on board
21 with that, but --

22 MR. DESANTIS: [REDACTED].

23 MR. GARDNER: But [REDACTED]
24 [REDACTED]
25 [REDACTED]

1 [REDACTED] recommendation for that.

2 MR. DESANTIS: Well, I'm going along with
3 Paul's recommendation. And let me mention, with
4 regards to [REDACTED], [REDACTED]

5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]

9 During the [REDACTED]
10 [REDACTED] been the [REDACTED]
11 [REDACTED] since [REDACTED]
12 [REDACTED]
13 [REDACTED] our rapidly
14 growing company.

15 So with the proposed changes to the chart,
16 the organizational chart, [REDACTED]

17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]

21 MR. GARDNER: [REDACTED]
22 [REDACTED]
23 [REDACTED]

24 MR. DESANTIS: I see that as a compliment.

25 MR. GARDNER: That is a compliment.

1 MR. DESANTIS: [REDACTED] too, but
2 anyway -- the [REDACTED]
3 [REDACTED] and it brings [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 within the organization.

7 The [REDACTED]
8 [REDACTED]
9 [REDACTED] And I thank
10 you, Paul. I received all of [REDACTED]
11 [REDACTED]

12 MR. GARDNER: [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED] [REDACTED]
17 [REDACTED]

18 MR. DESANTIS: And I didn't want to [REDACTED]
19 to another company, which can happen because of
20 not being paid. And I've seen that happen in this
21 county with other professions such as Deputy
22 Sheriffs switching over to Okaloosa. So we don't
23 want to [REDACTED] [REDACTED]
24 [REDACTED]

25 So my motion is to approve the [REDACTED] for

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[REDACTED]

[REDACTED]

[REDACTED] And I also accept Paul's
recommendation on this.

MR. BRAND: [REDACTED]

[REDACTED]

MR. GARDNER: Yeah, that's what I was
thinking, I wasn't going to argue with him.

MR. BRAND: [REDACTED]

[REDACTED]

MR. DESANTIS: Well, that's what I had in
this --

MR. BRAND: [REDACTED]

[REDACTED]

MR. CALKINS: Okay. [REDACTED]

[REDACTED]

MR. MILLER: I don't have any problem
putting them under one motion, but --

MR. DESANTIS: All right. Wait a minute.
Wait a minute. See, I have it in the e-mails.

MR. MILLER: -- I think it should be [REDACTED]

[REDACTED]

MS. GUNNOE: I agree with him.

MR. CALKINS: Okay. [REDACTED]

[REDACTED] Is that okay with

1 you, Ricki?

2 MR. DESANTIS: Yeah. Let me get the right
3 number here, though, because the e-mail says [REDACTED].

4 MR. GARDNER: I thought that sounded wrong,
5 because [REDACTED] is [REDACTED].

6 MR. DESANTIS: Got it. All right. [REDACTED]
7 will be [REDACTED] correct?

8 MS. GUNNOE: Or to the [REDACTED]. I think he gave
9 the range, didn't he?

10 MR. GARDNER: The suggestion is from [REDACTED]
11 [REDACTED]

12 MR. DESANTIS: I'm going to recommend [REDACTED].
13 So I'm going to recommend [REDACTED]
14 to [REDACTED]. I make a motion for
15 that.

16 MS. GUNNOE: So...

17 MR. MILLER: So we are just voting on [REDACTED]
18 [REDACTED]

19 MR. DESANTIS: [REDACTED]

20 MS. GUNNOE: Right.

21 MR. MILLER: Yes, please.

22 MR. DESANTIS: [REDACTED]
23 [REDACTED]

24 MR. CALKINS: Okay.

25 MR. DESANTIS: One second, please.

1 Paul?

2 MR. GARDNER: Yes, sir.

3 MR. DESANTIS: Do you agree with that?

4 MR. GARDNER: Yes, sir.

5 MR. DESANTIS: Or would you prefer the [REDACTED]?

6 MR. GARDNER: [REDACTED]

7 [REDACTED]
8 [REDACTED].

9 MR. DESANTIS: Thank you, Paul.

10 MR. GARDNER: [REDACTED]

11 [REDACTED]

12 MR. DESANTIS: I will yield to Paul's
13 recommendation, [REDACTED]. I put that motion forward.

14 MS. GUNNOE: I will second that.

15 MR. CALKINS: We have a motion and second.
16 Do we have any further discussion?

17 MR. MILLER: How long has [REDACTED] for
18 Holley-Navarre?

19 MR. GARDNER: About [REDACTED] [REDACTED]

20 [REDACTED]

21 [REDACTED]

22 MR. MILLER: I'm good with it.

23 MR. GARDNER: [REDACTED]

24 [REDACTED]

25 [REDACTED]

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[REDACTED]

MR. MILLER: I'm good with it. I just wanted to know.

MR. GARDNER: [REDACTED] a good asset. [REDACTED] a [REDACTED]

MS. GUNNOE: And we need to do what we can to keep [REDACTED]

MR. GARDNER: [REDACTED]
[REDACTED]

MS. GUNNOE: It would be hard to get someone else in to do what [REDACTED] can do.

MR. GARDNER: It was a waste, a person with [REDACTED] knowledge is a waste, [REDACTED]
[REDACTED]

MR. MILLER: Keeping good employees is very important, I agree.

MR. CALKINS: Okay. So we've got a motion and a second. Any further discussion?

(No response.)

MR. CALKINS: All those in favor, say aye.

(Board members collectively say aye.)

MR. CALKINS: Motion passes.

(Motion passes.)

MR. CALKINS: So then the next one.

MR. DESANTIS: I would like to put forward

1 another motion. And I want to thank Paul Gardner
2 for his input on this and his support and
3 recommendation.

4 And this motion involves a [REDACTED] to be given
5 to [REDACTED] [REDACTED]
6 [REDACTED] to [REDACTED] to the [REDACTED] that
7 Paul has spoken to. And if Paul wants to add to
8 that, please do.

9 MR. GARDNER: No, I think that covers it.

10 [REDACTED]
11 [REDACTED], [REDACTED]
12 [REDACTED] --

13 MR. DESANTIS: [REDACTED].

14 MR. GARDNER: -- [REDACTED]

15 [REDACTED]
16 [REDACTED]

17 MS. GUNNOE: I will second that.

18 MR. CALKINS: We've got a motion and we've
19 got a second. Any further discussion by the
20 Board?

21 MR. MAYER: I do.

22 MR. CALKINS: Mr. Mayer.

23 MR. MAYER: I want to know why do you need
24 to come to the Board to give one of your employees
25 [REDACTED]

1 MR. GARDNER: That's just how it's been.
2 That's just how it's always been. The policy
3 manual is written like that.

4 MR. MAYER: It's just unbelievable.

5 MR. BRAND: What is the maximum increase
6 you're approved to give without --

7 MR. GARDNER: I don't know.

8 MS. GUNNOE: It doesn't matter.

9 MR. DESANTIS: I think it ties into the
10 reorganization, too, and the finishing touches.

11 MS. GUNNOE: Where does that authority come
12 from? Would it be a resolution by the Board to
13 give the authority to approve raises up to so
14 much?

15 MR. GARDNER: The policy used to be that the
16 general manager had authority to give up to a
17 fifty cent per hour merit raise per year, but then
18 when we got HR, they changed it so that HR and the
19 general manager could suggest the raise, but it
20 would have to be approved by the Board.

21 MS. GUNNOE: Really?

22 MR. MILLER: How long ago did that change?

23 MR. GARDNER: About two years ago. It's in
24 our policy manual, which our policy manual needs
25 to be redone, and I hope it's something Landrum

1 can do.

2 MS. GUNNOE: Yeah.

3 MR. MILLER: It's more than 50 cents anyway,
4 so can we call a vote on that?

5 MR. CALKINS: Yes, we can. Did we have a
6 motion?

7 MS. GUNNOE: A motion and a second.

8 MR. DESANTIS: A motion and Debbie seconded
9 it.

10 MR. CALKINS: I'm sorry. All those in
11 favor, say aye.

12 (Board members collectively say aye.)

13 MR. CALKINS: Motion passes.

14 (Motion passes.)

15 MR. CALKINS: We are going to go to the next
16 item.

17 MR. DESANTIS: I would like to do a motion.
18 Tonight in the Board meeting people spoke to the
19 important issue of the election process, and I
20 would like to make a motion and I would move that
21 Debbie head a special committee since you had
22 great input. I move that Debbie head a special
23 committee to determine what election process is
24 most fair and convenient to our members and
25 stockholders and you be the chair of that

1 committee.

2 MR. CALKINS: Okay. We have a motion. Do
3 we have a second?

4 MR. MAYER: I'll second.

5 MR. CALKINS: We have a motion and a second.
6 Any further discussion?

7 MR. MILLER: My discussion is that should
8 have been made when we had that agenda item in the
9 public meeting, it's not a personnel issue, so I'm
10 not going to vote in favor of it.

11 MR. CALKINS: Okay. Thank you, Mark. All
12 those in favor -- anymore discussion?

13 (No response.)

14 MR. CALKINS: Seeing no further discussion,
15 all those in favor, say aye.

16 (Ricki DeSantis, Debbie Gunnoe and Geo Mayer
17 say aye.)

18 MR. MILLER: Nay.

19 MR. CALKINS: Motion passes.

20 I move that all Board committees except
21 those identified in this meeting be dissolved
22 until such time as the Board decides otherwise.

23 MR. MILLER: Would you say that again?

24 MR. CALKINS: I move that all Board
25 committees except those identified in this meeting

1 be dissolved until such time as the Board decides
2 otherwise.

3 MR. DESANTIS: Mr. President, I don't think
4 --

5 MR. MILLER: That's not a personnel issue.

6 MR. CALKINS: That is a personnel.

7 MR. DESANTIS: I don't think -- I think it
8 would be better or more preferred if a Board
9 member made that motion as opposed to you making
10 that motion as the president.

11 MR. CALKINS: Okay.

12 MR. DESANTIS: Do you see what I'm saying?

13 MR. CALKINS: Would anybody else care to
14 make that motion?

15 MR. DESANTIS: I will make that motion.

16 MR. MAYER: Second.

17 MR. CALKINS: We've got a motion and a
18 second.

19 MR. MILLER: That is not a personnel issue.
20 I'm not even going to vote on that. I'm sorry.
21 I'm going to leave.

22 (Mr. Miller exited the room.)

23 MR. CALKINS: Okay. We've got a motion and
24 a second. Anymore questions? This is basically
25 all committees, except for this.

1 MS. GUNNOE: Clarification. So you're
2 talking about which committees now? So as a new
3 person, what committees are being dissolved and
4 which ones that we mentioned tonight were --

5 MR. CALKINS: Every single committee except
6 for the ones meeting tonight. Basically, the
7 finance chair is going to be the treasurer, which
8 is Ricki, and then basically all --

9 MR. DESANTIS: Previous committees?

10 MR. CALKINS: Yes. Every committee.

11 MS. GUNNOE: So the committees we're talking
12 about still being in existence would be the --

13 MR. DESANTIS: The ones done tonight.

14 MS. GUNNOE: The election committee and the
15 effluent committee?

16 MR. CALKINS: That is correct.

17 MR. MAYER: And the golf course committee.

18 MS. GUNNOE: Would those be the only two
19 that exist anymore?

20 MR. MAYER: The golf course.

21 MR. CALKINS: Yes. And clarify that motion
22 to also include the golf course committee.

23 MS. GUNNOE: So those would be three.

24 MR. MAYER: Nobody even knows how many
25 committees we have.

1 MR. CALKINS: And so the whole point is
2 redoing this, and we'll take it to the rest of the
3 Board, but we are dissolving all of the
4 committees, except for, Ricki, the committees we
5 discussed in this meeting.

6 MR. DESANTIS: The election committee, the
7 effluent spray -- the ones done tonight.

8 MR. CALKINS: And also to add the golf
9 course committee.

10 MR. GARDNER: I would like to request a
11 committee be done, formed to help us get through
12 the insurance, the health insurance part of the
13 Landrum deal. Board members can be involved in
14 picking the new insurance --

15 MS. GUNNOE: The insurance.

16 MR. GARDNER: -- the new insurance or
17 deciding whether we keep our old, but I would like
18 to --

19 MS. GUNNOE: Are any of us qualified to do
20 that?

21 MR. CALKINS: Basically there's some --

22 MR. GARDNER: I believe you're as qualified
23 as the rest of us.

24 MR. DESANTIS: Paul, if I may, I did this on
25 Wall Street.

1 MR. GARDNER: I just need some Board input.

2 MR. DESANTIS: I will be happy to talk to
3 you.

4 MR. GARDNER: I just need some Board input,
5 so when it comes to a vote, then everybody is on
6 the same page.

7 MR. DESANTIS: Now, this pertains to the
8 discussion tonight where we're maintaining the
9 current and now looking -- or exercise due
10 diligence with regards to the proposals put
11 forward by HR Landrum, but a decision hasn't been
12 made on that yet?

13 MR. GARDNER: Right. And I would like to
14 make this committee meet before the next Board
15 meeting and have this issue resolved and voted on
16 at the next Board meeting.

17 MR. CALKINS: We can do that in a separate
18 motion. I recommend we do that in a separate
19 motion. Let's just dissolve all the current
20 committees and do the committees that -- golf
21 course and the ones that were discussed tonight.

22 MS. GUNNOE: Effluence and election?

23 MR. CALKINS: Yes, effluence, election and
24 golf course right now. And then let's go into a
25 discussion about what he wants.

1 MS. GUNNOE: Are we doing this so like we
2 are getting to square one? Is it to get to kind
3 of a fresh starting point?

4 MR. CALKINS: That's what it is.

5 MS. GUNNOE: Because we don't have a handle
6 on what committees are out there?

7 MR. CALKINS: Exactly. It's just grown
8 into -- you know, so that's the...

9 MS. GUNNOE: So the purpose of dissolving
10 the committees other than what we've discussed
11 right here is basically to ensure that we've got a
12 handle on which committees, and we can at the
13 general meeting bring back any committees that we
14 deem are necessary; is that correct?

15 MR. CALKINS: That's correct. We can start
16 it that way so our new Board members know what's
17 --

18 MS. GUNNOE: All right. I'm just trying to
19 make sure I got my head around this and I
20 understand it.

21 MR. GARDNER: I've got one more question
22 before we get out of here. Who is going to
23 terminate [REDACTED]

24 MR. CALKINS: Hold on a second. We don't
25 want to go into that right now. We've got a

1 motion.

2 MS. GUNNOE: We've got a motion and a
3 second.

4 MR. GARDNER: Oh, I'm sorry.

5 MS. GUNNOE: It's all right, Paul.

6 Understood. It's getting late.

7 MR. CALKINS: We have a motion and a second.
8 All those in favor, say aye.

9 (Board members collectively say aye.)

10 MR. CALKINS: Motion passes.

11 (Motion passes.)

12 MR. CALKINS: Now let's go to Paul about,
13 you want us to have a committee to discuss the
14 Landrum deal?

15 MR. GARDNER: I don't know if it has to be a
16 committee, just guidance.

17 MS. GUNNOE: You want to get Board input?

18 MR. GARDNER: I want to get some Board
19 input.

20 MS. GUNNOE: So do you want to call a
21 meeting? Does it need to be a special meeting?
22 Can Paul call a meeting?

23 MR. GARDNER: It doesn't have to be a
24 special meeting. It can just be a get together.

25 MS. GUNNOE: How about you call a meeting as

1 the general manager and invite the Board members
2 that would like to come in and help with the
3 decision.

4 MR. GARDNER: That will work. We can work
5 on that.

6 MR. CALKINS: I think that's good.

7 MR. GARDNER: If everybody will work with me
8 on a time and date.

9 MR. DESANTIS: I would also volunteer as the
10 treasurer. I have no problem meeting with you,
11 Paul, to go over this with you, a one-on-one.

12 MR. KILPATRICK: I would take Ricki up on
13 that.

14 MR. DESANTIS: I did it. I did all that
15 stuff. I would be more than happy to assist you,
16 and I don't charge.

17 MR. GARDNER: I'm more than happy for the
18 help.

19 MS. GUNNOE: So let's find out what a good
20 time would be for you, because, like I said, we
21 are on a tight timeline, so figure out what works.

22 MR. GARDNER: We've got until the next
23 meeting.

24 MS. GUNNOE: But still, you've still got to
25 -- it's going to take more than probably one

1 meeting.

2 MR. GARDNER: It might, I don't know. I
3 think it's pretty simple, pretty straightforward.

4 MR. DESANTIS: Yeah, it's definitely
5 straightforward.

6 MS. GUNNOE: With his experience and his
7 help, yeah, you can probably get that in one.

8 MR. CALKINS: Okay. Anymore items that this
9 Board would like to -- Mr. Mayer?

10 MR. MAYER: Paul had a question.

11 MR. CALKINS: Okay.

12 MR. DESANTIS: Daryl.

13 MR. CALKINS: Wait. Hold on. What were
14 you --

15 MR. GARDNER: Who's going to --

16 MR. DESANTIS: Handle the dismissal?

17 MR. GARDNER: -- handle the dismissal of the
18 --

19 MR. CALKINS: Currently, that's all
20 dissolved from that.

21 MR. DESANTIS: Well, who brought him? It
22 was Daryl and Gaius.

23 MR. KILPATRICK: The Board did.

24 MR. DESANTIS: Gaius isn't with us anymore.

25 MS. GUNNOE: So who hired him?

1 MR. KILPATRICK: I think the Board as a
2 whole.

3 MS. GUNNOE: It was the Board as a whole
4 voted to hire him?

5 MR. CALKINS: Hired who?

6 MR. KILPATRICK: [REDACTED]

7 MS. GUNNOE: [REDACTED]

8 MR. CALKINS: I'm confused. So now we're
9 going to who is going to? So Daryl? So you want
10 --

11 MR. GARDNER: Someone has got to break the
12 news to [REDACTED] tomorrow and tell him.

13 MR. DESANTIS: Is it tomorrow? I think we
14 need to discuss these questions. Paul is bringing
15 up valid questions. What is the agenda? When is
16 dismissal? How do we do it? IT has to be
17 involved in this, correct?

18 MR. BRAND: Yes.

19 MS. GUNNOE: I have a question for our
20 attorney.

21 MR. DESANTIS: Just shut down the e-mail and
22 access.

23 MS. GUNNOE: Is it either already levied or
24 is it about to levy? I don't know if it's
25 official yet.

1 MR. KILPATRICK: He mentions -- and I'll
2 just read it. He mentions an attorney. He says,
3 this letter is to inform you that my attorney is
4 going to file an official grievance with the [REDACTED]
5 The grievance is specifically regarding Geo Mayer,
6 James Calkins and their conduct towards me. So
7 that was March 17th, 2018.

8 MR. CALKINS: Wow. That's amazing.

9 MR. DESANTIS: Counsel, I would like to ask
10 you a question, and this is privy.

11 MS. GUNNOE: Well, no. Let me finish my
12 question with him. My question to you is: Is it
13 going to also ensue yet another complaint of
14 retribution thinking that we are now firing him as
15 a result of the [REDACTED] complaint?

16 MR. KILPATRICK: I can't speak to his
17 intent.

18 MS. GUNNOE: Because we aren't aware of this
19 when, obviously -- I mean, I made my decision that
20 he needed to go at the last [REDACTED] meeting.
21 So that was my personal decision back then, was
22 that he needed to go. But I made that decision
23 personally before I had any clue there was an [REDACTED]
24 complaint.

25 MR. CALKINS: And there was a --

1 MS. GUNNOE: So my question is: Is there
2 now -- are we opening ourselves up for yet another
3 complaint of retribution against all of us because
4 of the [REDACTED] complaint?

5 MR. KILPATRICK: Of course. I think that
6 any good litigator or someone that is a lawyer is
7 going to put the whole kitchen sink in, so that
8 would just be one complaint, number one in the
9 complaint.

10 So I mean, yeah, to answer your question,
11 I'm sure any attorney is going to try and file
12 anything that they want.

13 MS. GUNNOE: Yes, they're going to throw the
14 kitchen sink in and see if it sticks, or throw
15 jello on the wall and see what sticks.

16 MR. CALKINS: I want to say something real
17 quick and then I will go to you.

18 MS. GUNNOE: Your recommendation would be?

19 MR. CALKINS: This issue --

20 MR. KILPATRICK: What's that?

21 MS. GUNNOE: Your recommendation would be
22 with regard to our decision to terminate him?

23 MR. KILPATRICK: You've already made that
24 decision.

25 MS. GUNNOE: I know we've made that

1 decision, but your recommendation as to the
2 process.

3 MR. CALKINS: Hold on. Can we -- I don't
4 want to --

5 MR. DESANTIS: Yeah. Vote.

6 MR. CALKINS: Is it okay if we hold off on
7 asking those questions, Debbie?

8 MS. GUNNOE: I'm sorry.

9 MR. CALKINS: I don't want to put him on the
10 spot right now.

11 MS. GUNNOE: Gotcha.

12 MR. CALKINS: I would like to say just one
13 thing real quick. This meeting was notified 48
14 hours in advance, or this meeting, this personnel
15 meeting was set up on Friday, and we had committee
16 meetings, and all of a sudden out of nowhere
17 before today, all of a sudden we start getting
18 complaints out of nowhere. And so I just have to
19 put that for the record.

20 Do you have anything else?

21 MS. GUNNOE: The record is that the
22 decisions were made prior to knowledge of an [REDACTED]
23 complaint.

24 MR. CALKINS: They were submitted to him.
25 He hasn't even had a chance because it happened so

1 quick, and I have to call a meeting and all that
2 stuff, too, and speak with him and figure out how
3 we go about all this, and it was so fast, it was
4 on the exact line, so...

5 MS. GUNNOE: Yeah, well, but what I'm --

6 MR. CALKINS: So has he even had a chance --

7 MR. DESANTIS: I would like to say
8 something.

9 MR. CALKINS: Hold on a second -- - has our
10 attorney even had a chance to even read the
11 Complaint? He might not have even finished
12 reading it, and when he finished reading it, he
13 put a date on there. And as far as I know, it was
14 just handed to him.

15 MR. KILPATRICK: It's not even a complaint.
16 All it is is just a letter. That's the key. So
17 what will happen is, I assume that once he's given
18 the news of the termination, then he will go and
19 retain an attorney, and then that attorney will
20 advocate for what he feels we did right or wrong.

21 MR. MAYER: Right.

22 MR. KILPATRICK: So it's a process. Let's
23 get ready for the process. Y'all made the
24 decision.

25 MR. DESANTIS: I want to say something.

1 MR. MAYER: What is the nature of the
2 employee complaint against the president?

3 MR. DESANTIS: I don't want to jump over to
4 the secretary, so let's stay here first.

5 MR. CALKINS: Mr. Mayer, can we go into this
6 after -- you know? Can we go into this next?
7 Because this is barely -- it would be better to
8 close this before we --

9 MR. KILPATRICK: I really don't want to go
10 on the record reading the complaint.

11 MS. GUNNOE: You've got to have time to go
12 through it.

13 MR. CALKINS: He just received it tonight,
14 and there's a timeline here.

15 MR. DESANTIS: Mr. President, if I may?

16 MR. CALKINS: Yes, Ricki.

17 MR. DESANTIS: I just simply want to say
18 that I'm very concerned with certain behavior,
19 specifically to the secretary that was terminated
20 this evening and two other Board members, and
21 statements and threats that have been made over
22 the past couple of weeks if this was done. And
23 the timing of all this is very concerning to me
24 and I'm not projecting anything.

25 Let the games begin, let the court decide,

1 that's where it belongs, in that arena, because it
2 could be argued in any way. It could be an
3 employee sensing dismissal and being told this is
4 the way you would defend on it. So I would say
5 that we let our counselor perform his duties, we
6 don't inject.

7 MR. CALKINS: I agree.

8 MR. DESANTIS: And I'm not injecting. What
9 I'm trying to do at this point right now to the
10 Board members that stayed to understand this and
11 understand there are many variables our counselor
12 is going to have to deal with. So I say let him
13 do his job.

14 MR. CALKINS: I agree.

15 MS. GUNNOE: Agreed.

16 MR. CALKINS: Is there anything else that
17 any of our fellow Board members would like to --

18 MS. GUNNOE: We need to probably respond on
19 when and how [REDACTED] is going to be notified.

20 MR. CALKINS: Geo, did you have a
21 recommendation?

22 MR. MAYER: I think the appropriate thing to
23 do is whoever hired him should fire him. But if
24 nobody has the guts to do that, I will do it. He
25 would be my 1,750th firing.

1 MR. DESANTIS: What day, time and plans?

2 MR. MAYER: I would do it the day after the
3 club meeting next Tuesday.

4 MR. DESANTIS: Okay. My concern is the
5 three individuals that left this evening, if they
6 pick up the phone and call and tell this person
7 this.

8 MR. MAYER: He already knows. He knew
9 before this meeting.

10 MR. DESANTIS: Well, with that said, what do
11 we want to do with his access to the e-mail
12 account and so forth, because an employee could do
13 damage --

14 MR. MAYER: How about the 130,000 that
15 nobody knows about?

16 MR. DESANTIS: Okay. So my point is I'm
17 going to suggest that the e-mail be shut down or
18 access to the internet, our IT system.

19 MR. CALKINS: I would like to --

20 MR. DESANTIS: Keith, what is your
21 recommendation?

22 MR. KILPATRICK: I just don't think we
23 should be having these type of discussions,
24 because this is all going to be used against us,
25 I'm sure, later on.

1 So obviously, we are not making any
2 accusations or anything other than making -- we
3 are trying to appoint someone.

4 Geo has volunteered to terminate [REDACTED]. It
5 would be my recommendation the sooner the better,
6 so we can go ahead and start fresh. And so I
7 would suggest that it happen tomorrow morning.

8 MR. DESANTIS: Please note for the record,
9 I'm not making any accusations.

10 MR. KILPATRICK: No. No. I'm not saying
11 that at all.

12 MR. DESANTIS: I'm talking about risks, and
13 these are common risks that happen or could happen
14 that you've got to protect against in dismissals
15 and terminations, and I'm only speaking to those,
16 and let's address them and looking for your
17 recommendation on that.

18 MR. KILPATRICK: To be honest with you, I
19 would ask -- I'm not sure if Daryl will do it,
20 because he's in charge of personnel. So I think
21 as you guys appointed him as the personnel --

22 MR. CALKINS: We just dissolved all
23 committees.

24 MR. KILPATRICK: And also as your counsel, I
25 wouldn't think it would be prudent or proper that

1 Geo having an [REDACTED] possible complaint against him
2 be the one to fire. So does that make sense to
3 you guys? I don't think that would be
4 appropriate.

5 MR. DESANTIS: Okay. Make a recommendation,
6 counselor.

7 MR. CALKINS: That's a tough one. How about
8 would our general manager have an issue with that,
9 calling him in?

10 MR. DESANTIS: Do you want me to do it?

11 MR. CALKINS: And then maybe Ricki, because
12 Ricki is kind of the one that's --

13 MR. GARDNER: I prefer not to do it, but I
14 will if that's what the Board tells me to. But
15 you guys remember that you did take me out of the
16 loop for the golf course. You did make him answer
17 directly to the Board and not to me anymore.

18 MS. GUNNOE: Ricki, I think you would be
19 good at it.

20 MR. DESANTIS: But I also need to convey a
21 message to the employees up there in the interim.
22 Well, let's hear input. Should Paul come with me?

23 MR. CALKINS: I think this is a very tough
24 issue, very serious issue. I would recommend that
25 Ricki, that [REDACTED] is called to this office where

1 there's cameras and there's everything and Paul
2 and possibly somebody else and Ricki just kind of
3 tell him the deal. That's just my recommendation.
4 Torin doesn't have to say anything, but just be an
5 assistant to Paul.

6 MR. DESANTIS: I will do whatever you ask me
7 to do.

8 MS. GUNNOE: The Board took a vote to
9 terminate him, it should be a Board member.

10 MR. DESANTIS: I have no problem with it.
11 Do you want to speak to me with how you want me to
12 do it, say it, or anything like that?

13 MR. KILPATRICK: We can talk, yeah, that is
14 no problem. I will talk with you, not on the
15 record, though.

16 MR. CALKINS: Right.

17 MR. MAYER: With respect to the timing, I
18 would normally agree with you, but apparently,
19 some of our fellow directors don't believe there's
20 cause for firing this man.

21 So I would recommend that we go forward
22 through the meeting next week, or I think they
23 will have plenty of reason to fire him.

24 MR. CALKINS: You're talking about at the
25 Hidden Creek -- see, the decision has been made.

1 MR. MAYER: I want to know about the
2 \$130,000 and where it is and what the deal was
3 with it. Right now we're \$130,000 out of positive
4 cash flow in year four, and we didn't know a thing
5 about it.

6 MR. DESANTIS: So your suggestion is the
7 golf course meeting next Tuesday?

8 MR. MAYER: That's correct.

9 MR. DESANTIS: I don't have a problem with
10 it.

11 MS. GUNNOE: Wait until then to let him go?

12 MR. DESANTIS: I think [REDACTED] is a wonderful
13 person, this just is not the right fit, but as a
14 person, he's a good person. I don't think -- I
15 don't know. I would yield to the Board. Do you
16 feel -- you're the Chair, what do you feel, Geo?

17 MR. MAYER: I think this should take place
18 the following next Board meeting that he attends,
19 which is a week from today -- or yesterday,
20 whatever it is.

21 MR. DESANTIS: Maintain access to the
22 e-mail?

23 MR. MAYER: Absolutely. And I think we'll
24 have a couple felonies committed between now and
25 then, but we'll see. Where is the \$130,000?

1 MR. CALKINS: Is that an agreement here to
2 wait until Tuesday? I kind of -- I'm a little
3 skeptical of that based on what Keith is saying
4 and sometimes --

5 MS. GUNNOE: We had a recommendation by our
6 attorney that it be handled first thing tomorrow
7 morning. We can follow up at the meeting next
8 Tuesday with the reasons why if we need to, but I
9 think we should follow through with the
10 recommendation of our attorney, which is first
11 thing tomorrow morning.

12 MR. CALKINS: Okay.

13 MS. GUNNOE: Letting it stew for a week I
14 don't think is a good thing.

15 MR. CALKINS: And based on the other Board
16 members have already stated they were going to
17 leak information.

18 MS. GUNNOE: We don't know that. You don't
19 know that. You can't make that statement.

20 MR. CALKINS: Okay.

21 MS. GUNNOE: You don't know.

22 MR. DESANTIS: There are risks. You can't
23 control risk.

24 MS. GUNNOE: Making such a decision as we've
25 made tonight, we need to press forward with the

1 decision that we made, which is to relieve [REDACTED]
2 [REDACTED] of his duties and it should be done
3 posthaste so our attorney recommended tomorrow
4 morning first thing and I think that's what we
5 should do.

6 MR. CALKINS: I would like to --

7 MR. DESANTIS: Can we go off record?

8 MR. CALKINS: Yes. Do we have a motion to
9 adjourn the --

10 MS. GUNNOE: I was going to say, are we
11 finished in here? We need to go out there to
12 adjourn.

13 MR. CALKINS: We don't have to go out there
14 to adjourn. There's nobody out there.

15 MS. GUNNOE: Are you sure?

16 MR. GARDNER: Oh, there are.

17 MR. CALKINS: Are there?

18 MR. GARDNER: Yeah.

19 MR. CALKINS: There's nobody in the
20 audience.

21 Do we have a motion to adjourn? We do not
22 have to go out there, by the way.

23 MR. DESANTIS: I make a motion to adjourn.

24 MR. CALKINS: Do we had a second?

25 MS. GUNNOE: I will second.

1 MR. DESANTIS: Before we go to that vote, I
2 would like to make a motion that the discussion on
3 [REDACTED] be off the record.

4 MR. CALKINS: No, no, no.

5 MS. GUNNOE: It's already part of the
6 record.

7 Before we adjourn, I just on the record, I
8 would like to thank Mr. Gardner for the amazing
9 tour that he accomplished last Monday.

10 MR. GARDNER: Oh, you're welcome. That's
11 one of my joys around here, taking people on
12 tours.

13 MS. GUNNOE: It was very well received. You
14 know your stuff out there and I really appreciate
15 getting the firsthand knowledge, so I appreciate
16 it greatly.

17 MR. CALKINS: So we've got a motion and a
18 second to adjourn. All those in favor, say aye.

19 (Board members collectively say aye.)

20 MR. CALKINS: Motion passes.

21 (Motion unanimously passes.)

22 MR. CALKINS: Our meeting is now adjourned.

23 (The personnel meeting concluded.)
24
25

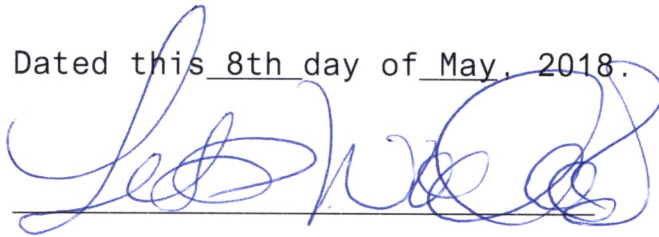
CERTIFICATE OF REPORTER

STATE OF FLORIDA

COUNTY OF SANTA ROSA

I, LETA P. WOOLARD, CCR, do hereby certify that I was authorized to and did stenographically record the foregoing pages of the nonpublic personnel meeting, and that this transcript, (UNDER SEAL) is a true and complete record of my stenographic shorthand notes.

I further certify that I am not a relative, employee, attorney, or counsel of any of the parties, nor am I a relative or employee of any of the parties' attorney or counsel connected with the action, nor am I financially interested in the action.

Dated this 8th day of May, 2018.

LETA P. WOOLARD, CERTIFIED COURT REPORTER



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