

HOLLEY-NAVARRE WATER SYSTEM, INC.

SPECIAL PERSONNEL MEETING

MAY 2, 2018

3:00 P.M. - 5:00 P.M.

PRESENT AT MEETING:

JAMES CALKINS, PRESIDENT

WILL GOULET, VICE PRESIDENT

DEBBIE GUNNOE, SECRETARY

RICKI DESANTIS, TREASURER

DARYL LYNCHARD, DIRECTOR

MARK MILLER, DIRECTOR

GEO MAYER, DIRECTOR

PAUL GARDNER, GM, HNWS

ALSO PRESENT:

KEITH KILPATRICK, ESQUIRE

DEBORAH KHARUF, COURT REPORTER

1 P-R-O-C-E-E-D-I-N-G-S

2 MR. CALKINS: Okay. I am going to call
3 this meeting to order. Okay. We are going to have
4 Mark -- Mr. Mark Miller, please lead us into the prayer.

5 MR. MILLER: If you would bow your heads,
6 please?

7 (INVOCATION GIVEN BY DIRECTOR MARK MILLER.)

8 MR. CALKINS: Okay. Stand to say the
9 pledge. Mr. Will Goulet.

10 (PLEDGE OF ALLEGIANCE LED BY DIRECTOR GOULET.)

11 MR. LYNCHARD: Just so everybody knows,
12 the flag is not supposed to be facing this way. It is
13 supposed to face this way.

14 MS. GUNNOE: Right.

15 MR. MAYER: That's correct.

16 MR. CALKINS: Thank you, Mr. Lynchard.

17 MR. KILPATRICK: Is that because the sun
18 never sets on --

19 MR. LYNCHARD: Well, you have got an eagle
20 on top of the flag.

21 MR. KILPATRICK: Yeah.

22 MR. LYNCHARD: The eagle faces everyone.
23 When you don't -- it doesn't face over there and
24 everybody look behind it.

25 MR. CALKINS: Okay. Do we have a quorum

1 present, Ms. Secretary?

2 MS. GUNNOE: We have a quorum present,
3 sir.

4 MR. CALKINS: Okay. I am going to
5 announce that all -- audio is in use. Audio recorders
6 are in use. Please silence all cell phones.

7 And I would also like to state that this
8 meeting is a confidential meeting, that anything from
9 this meeting must stay in this meeting. And that this is
10 personnel and legal matters we do not want released in
11 the public.

12 And if anybody releases any information
13 for the public, you will be held responsible and liable
14 for that information being released.

15 Thank you very much.

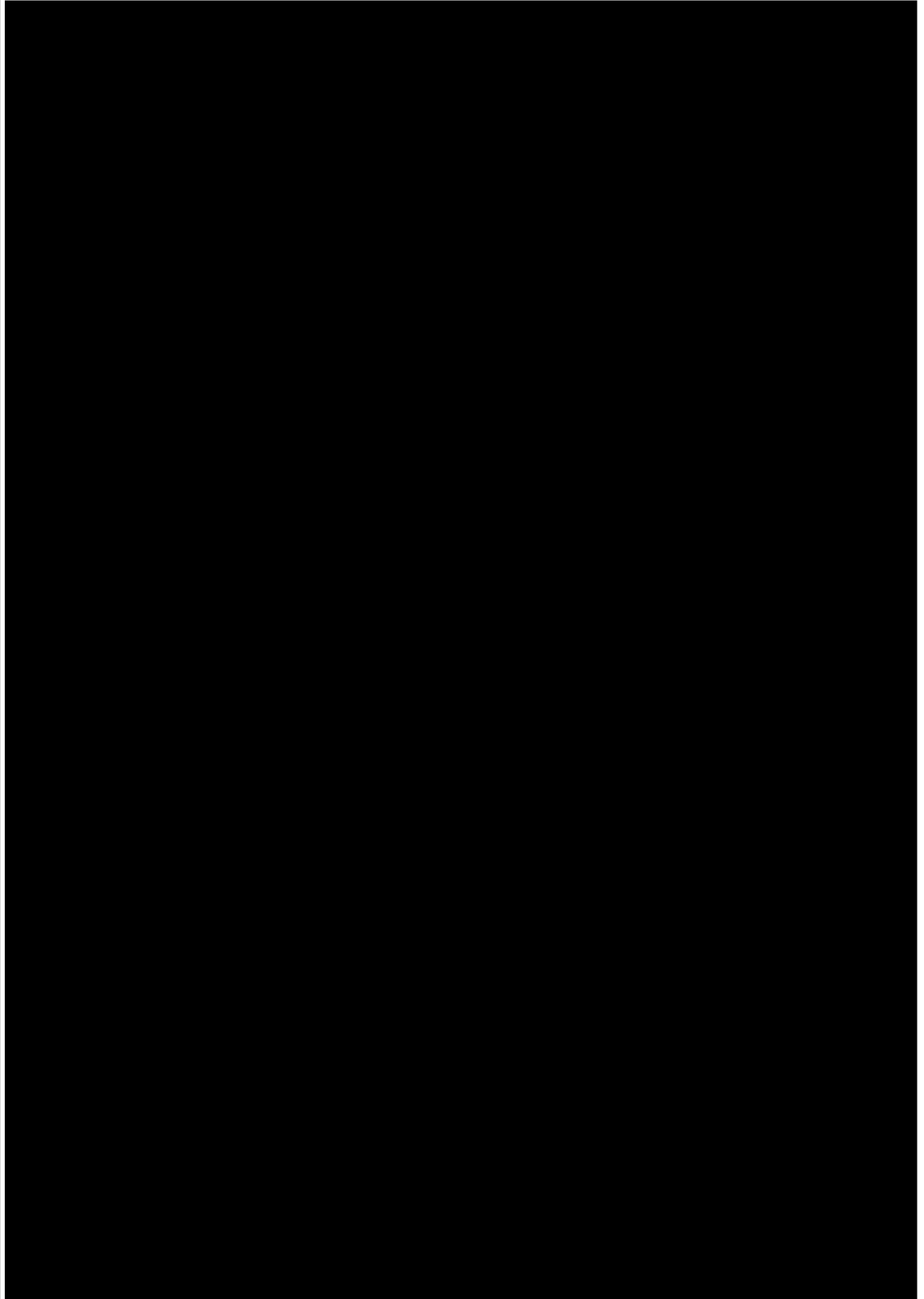
16 Okay. We are now going to move to address
17 the [REDACTED] I
18 would like to move to Mr. Kilpatrick.

19 MR. KILPATRICK: Yes. Thank you, Mr.
20 President. I would want to give everybody an update as
21 to kind of what has been going on. I contacted our

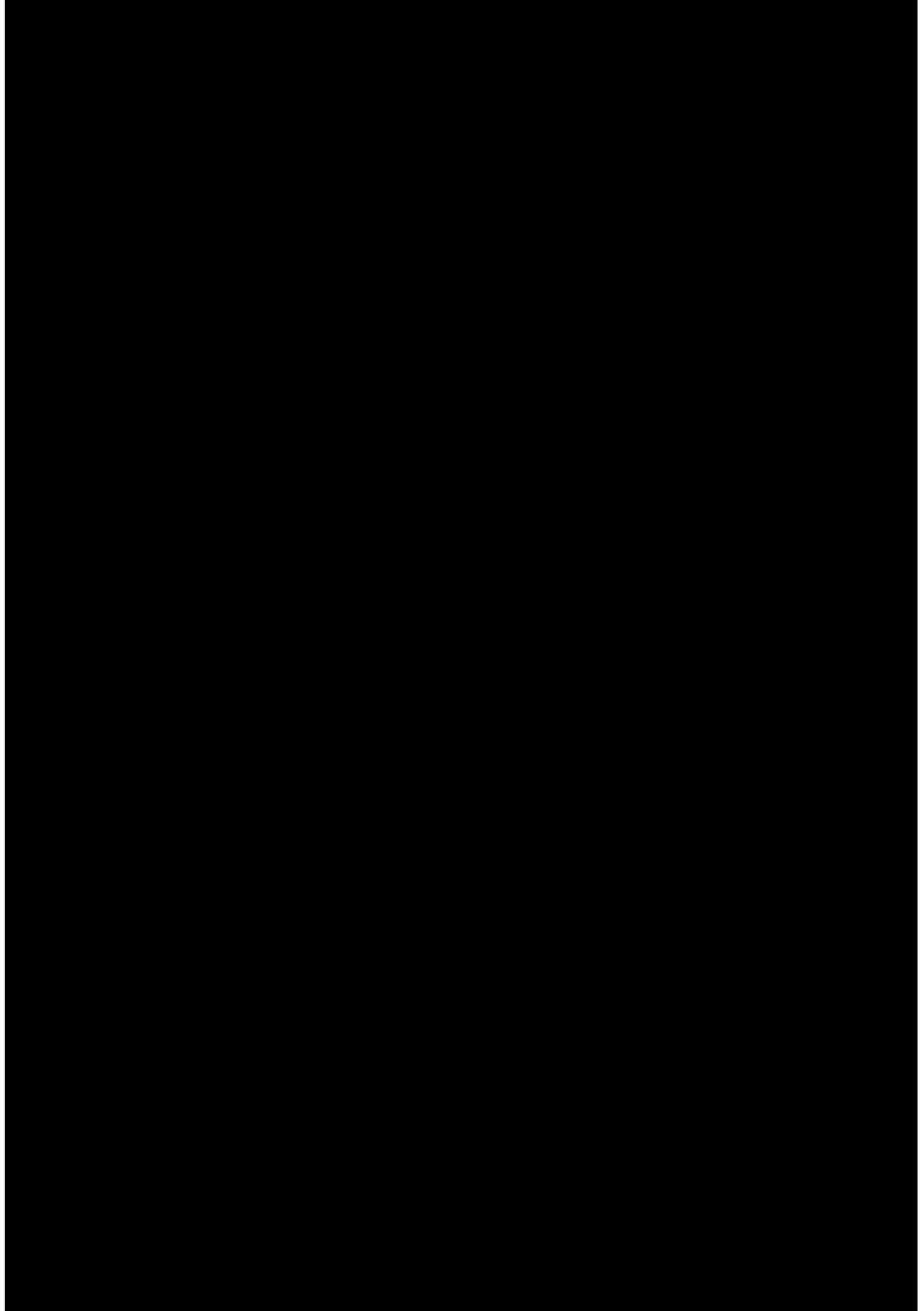
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]

25 And I have been talking with her. And

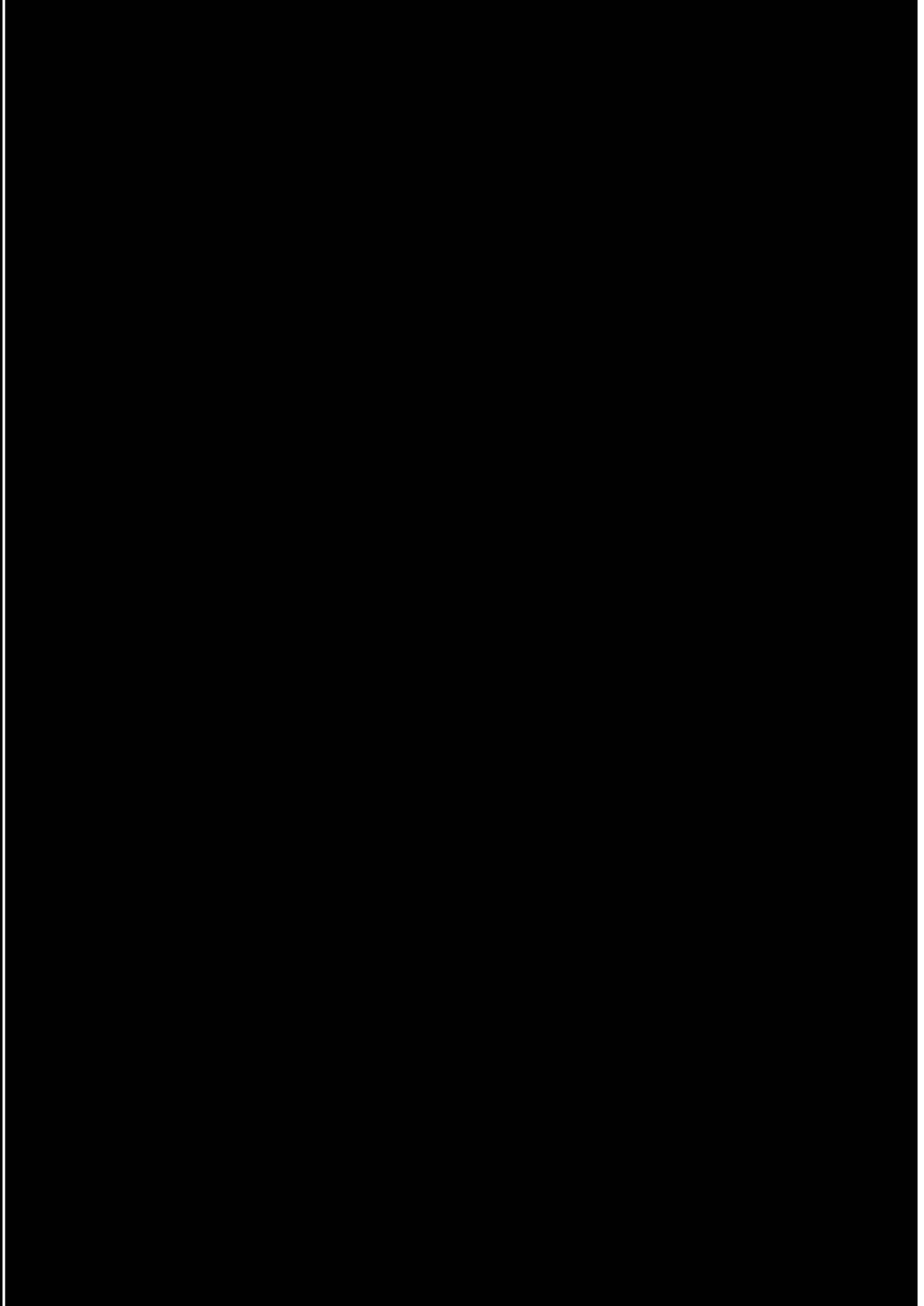
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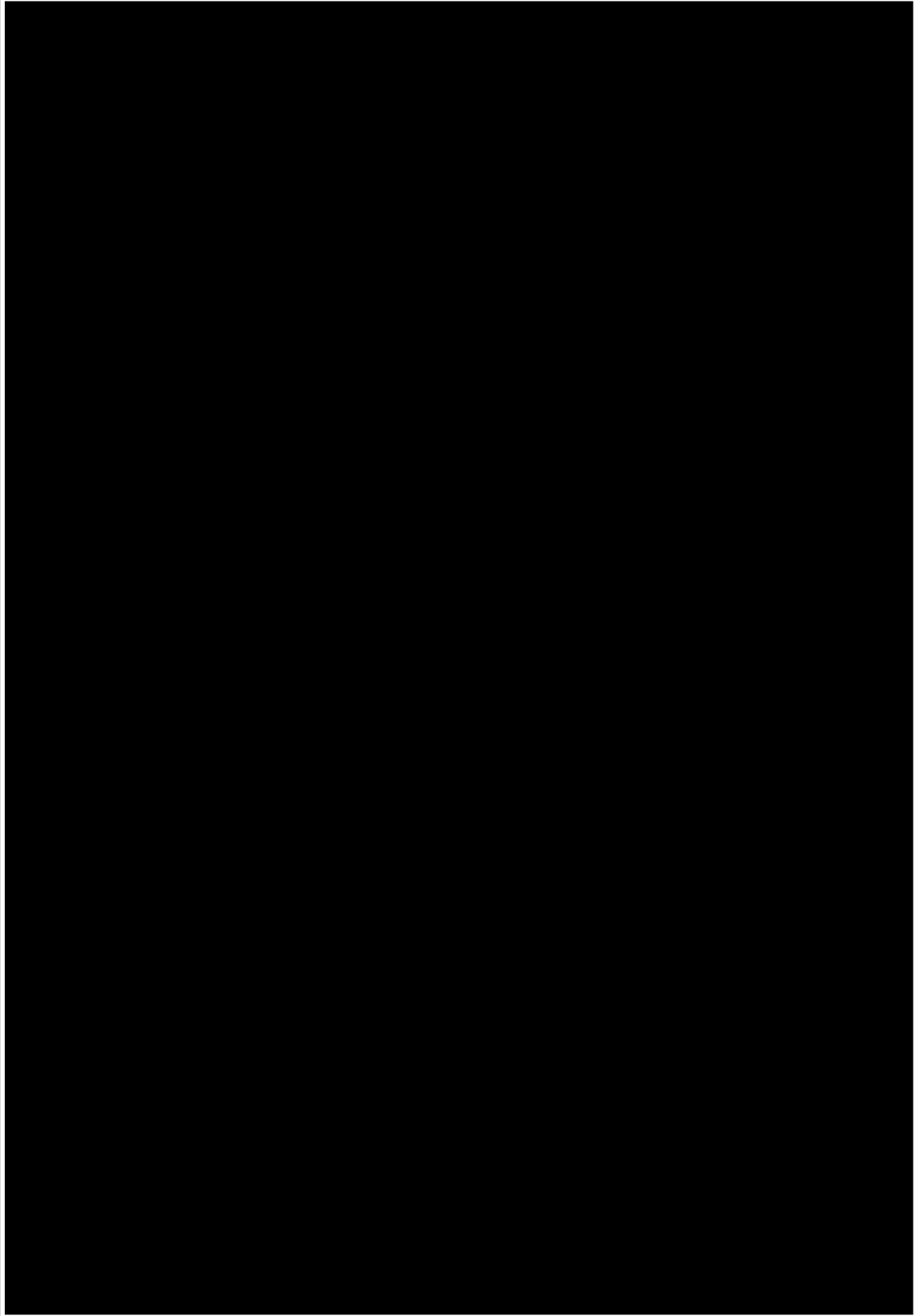
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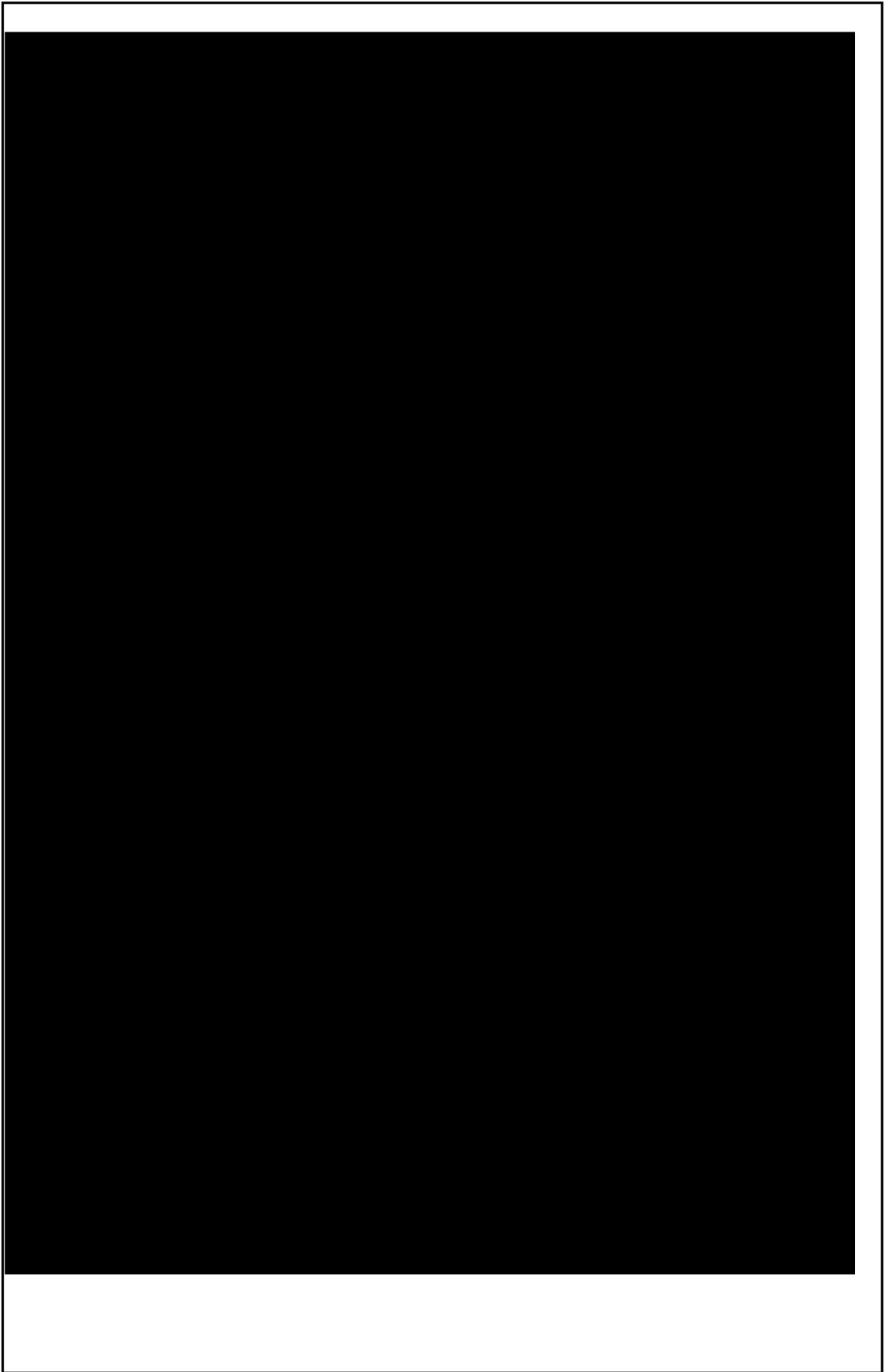
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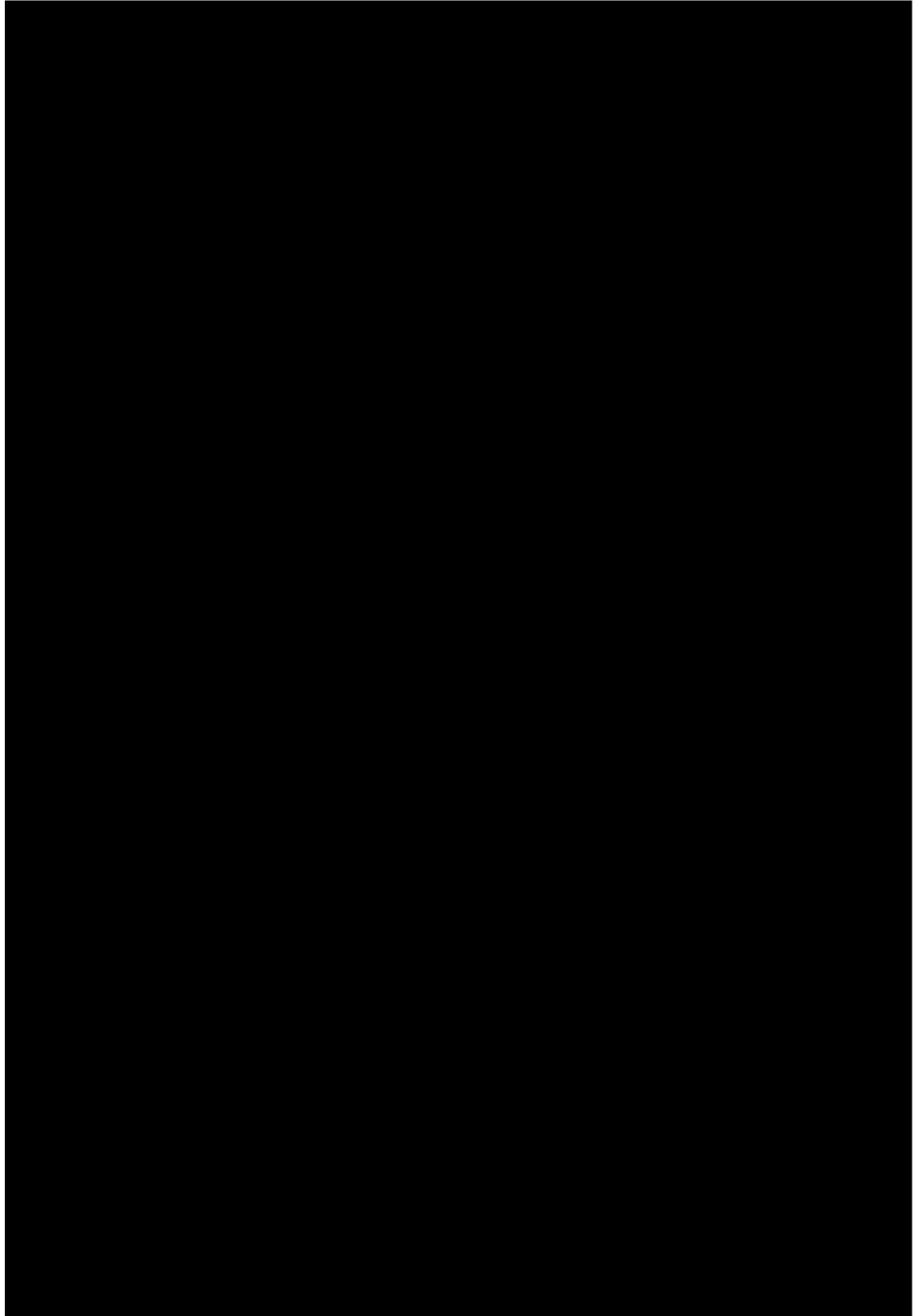
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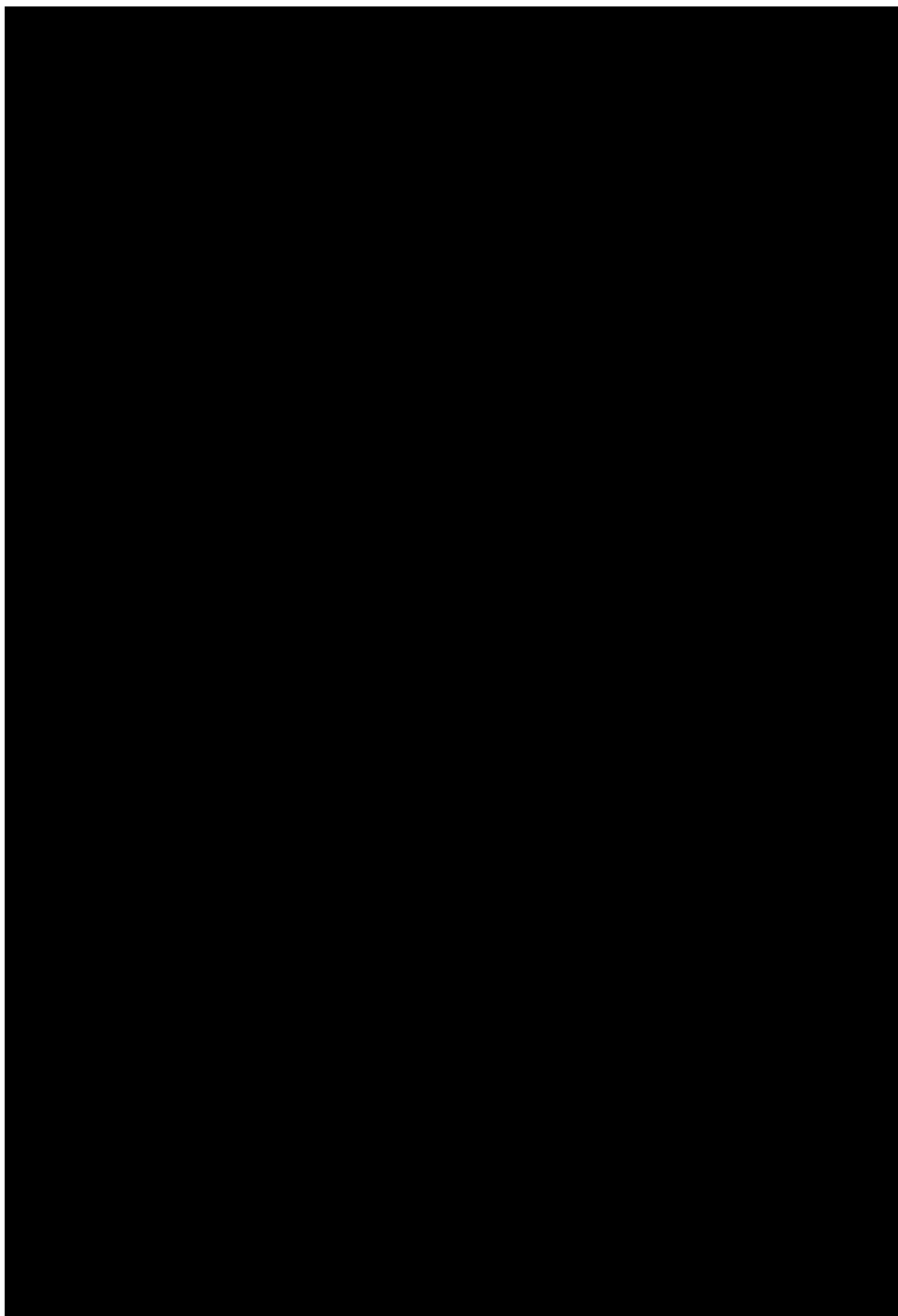
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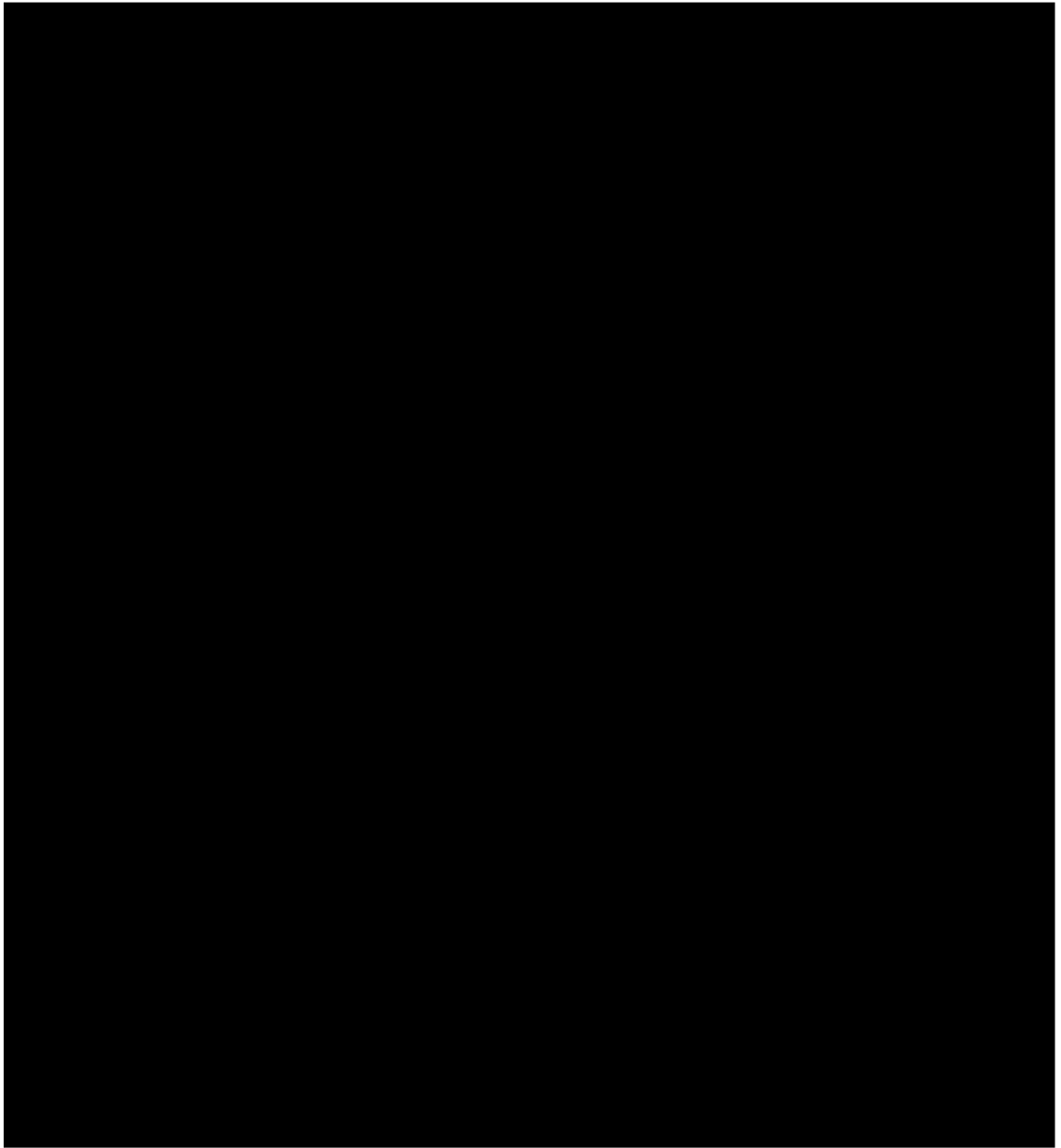
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MR. GOULET: I think if in lieu of this
only costing [REDACTED]
[REDACTED], I make a recommendation for the Board to
approve Keith to move forward [REDACTED]
[REDACTED] and Keith's
fees. That's my motion.

1 MR. LYNCHARD: I will second that.

2 MR. CALKINS: Okay. We have a motion and
3 a second. [REDACTED]

4 [REDACTED]

5 MR. KILPATRICK: That's correct. [REDACTED]

6 [REDACTED]
7 [REDACTED]

8 [REDACTED] So we
9 have a motion and a second. Any further discussion by
10 the Board?

11 MR. MILLER: Finish what you are saying,
12 Keith, because you --

13 MR. KILPATRICK: I was just saying it

14 [REDACTED]
15 [REDACTED]

16 MR. LYNCHARD: I would make a motion --

17 MR. CALKINS: Hold on. Hold on. There is
18 already a motion and a second.

19 MR. LYNCHARD: Then we are going to
20 discuss it.

21 MR. CALKINS: Okay.

22 MR. LYNCHARD: I would like to see if I
23 can get Mr. Goulet to amend his motion that [REDACTED]

24 [REDACTED]
25 [REDACTED]

1 MR. CALKINS: I agree.

2 MR. GOULET: I would amend my motion.

3 MR. LYNCHARD: I amend my second.

4 MR. CALKINS: Okay. So we have got a
5 motion and a second. Any further discussion by the
6 Board?

7 (NO AUDIBLE RESPONSE.)

8 MR. CALKINS: Seeing no further
9 discussion, all those in favor say "Aye"?

10 MR. LYNCHARD: Aye.

11 MR. GOULET: Aye.

12 MR. DESANTIS: Aye.

13 MR. MILLER: Aye.

14 MS. GUNNOE: Aye.


15 MR. MAYER: Nay.

16 MR. CALKINS: Motion passes.

17 MR. KILPATRICK: Is there any nays?

18 MR. CALKINS: Okay. Is there any nays?

19 (NO AUDIBLE RESPONSE.)

20 MR. CALKINS: Okay. Motion passes. We
21 are going to move on next to the -- Mr. Keith Kilpatrick,
22 do we have -- we have the situation with putting it up
23  Anybody want
24 to --

25 MR. GOULET: I have a --

1 MR. LYNCHARD: Whoever said -- is that on
2 the agenda?

3 MR. CALKINS: Well, it's a part of the --

4 MR. MILLER: It's the General Manager
5 items.

6 MR. LYNCHARD: Oh, it's part of the
7 manager items. Yeah. Okay.

8 MR. CALKINS: As a matter of fact, hold on
9 a second, I would like to make a motion to put [REDACTED]
10 [REDACTED] out for bid
11 immediately with a closure date on May 16th, 2018.
12 Announcement of selective candidate will be made at the
13 next regular scheduled golf course meeting. That's my
14 motion.

15 MR. MILLER: I will second that motion for
16 discussion --

17 MR. CALKINS: Okay.

18 MR. MILLER: -- and say that I think we
19 also need a motion to rescind the action that was taken
20 at the Special Meeting that -- where we -- a decision was
21 made to hire John Childs.

22 MR. CALKINS: That could be added to this
23 motion.

24 MR. MILLER: Okay. So you are amending
25 it --

1 MR. CALKINS: Yes.

2 MR. MILLER: -- accordingly?

3 MR. GOULET: I have a --

4 MR. CALKINS: Okay. Further discussion?
5 Mr. Goulet?

6 MR. GOULET: In our current state right
7 now, not knowing the direction we need to take things, I
8 think it would be advisable for the Board to meet and
9 discuss what our options and what our realistic outlook
10 is for the Club at Hidden Creek.

11 I think in the interim, it would be wise
12 for the Board to approve Paul to assist [REDACTED] with the
13 day-to-day operations at the Club until we are able to
14 find a candidate. If the Board doesn't remember, last
15 time we had to find a candidate for the golf course, it
16 went out for, I believe, 60 to 90 days. We interviewed
17 four or five people. And I don't think we need to rush
18 to this, because any time this Board has ever rushed to
19 anything, we have had problems.

20 So I think by putting a May 16th deadline
21 on applications, I don't think it's enough time, because,
22 basically, this is a specialty position that in order to
23 get it out properly, I think it has to be advertised
24 national-wide properly. And I don't know how to do that.

25 Now, maybe other companies would be able

1 to do that, but I don't know how to technically do that
2 for a golf course management position. And that's my
3 opinion.

4 MR. LYNCHARD: I would say it needs to be
5 advertised for a minimum of 30 days in order to reach all
6 the candidates, all the qualified candidates, and then,
7 we are going to need a time period after that to receive
8 the applications. So I think May 16th is very optimistic
9 and just unrealistic.

10 MR. CALKINS: Okay. Mr. Desantis?

11 MR. DESANTIS: First, I want to say that
12 you guys have been around a lot longer than I have. You
13 have been working with these things golf course. Will
14 was President -- were you President, too?

15 MR. LYNCHARD: Uh-huh.

16 MR. DESANTIS: Okay. So I am not going to
17 sit here and attempt to project that I have more
18 experience and time with this. I don't. But am I
19 correct in saying that [REDACTED] has been in this position
20 four or five times where she filled in as interim?

21 MR. LYNCHARD: Uh-huh.

22 MR. GOULET: I believe three times.

23 MR. LYNCHARD: Three.

24 MR. DESANTIS: Okay. Three. And she has
25 always stepped up to the plate and done so. [REDACTED]

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[REDACTED]

MR. GOULET: We gave her -- I think last time it was a [REDACTED] but we would have to check the record. I don't remember why she was acting as interim manager at the golf course.

MR. LYNCHARD: Yeah. I am not sure if we took that away whenever she wasn't.

MR. GOULET: I think we did. I don't remember.

MR. GARDNER: Yeah. I believe y'all did that.

MR. DESANTIS: I am thinking of her and she stepped up to the plate each and every time. And I think it would send the wrong message. I think we should go forward. We have got [REDACTED] She has done it three times. You communicate with her. We go through this. Let's get this stuff behind us. So I am going to go forward with what Mark says.

MR. CALKINS: Okay. So we got any further discussion?

MR. GOULET: Can we restate the whole motion, again, please, just so it's on record?

MR. CALKINS: Yes. I make a motion to put [REDACTED] out for bid immediately with a closure date on May 16th, 2018.

1 Announcement of selected candidate will be made at the
2 next regular scheduled golf course meeting.

3 Now, I would like to say this is kind of
4 similar to what we did with the website.

5 MS. GUNNOE: Point of order?

6 MR. CALKINS: Yeah.

7 MS. GUNNOE: There was an amendment to
8 that.

9 MR. CALKINS: There was an amendment --

10 MR. MILLER: Well, we didn't actually
11 decide what date that we want to put on there. 30 days
12 is enough, you think, to put it out?

13 MR. GOULET: At least 30, if not 45.
14 Well, because what is going to happen is you are going to
15 develop an RFP for what you are looking for in a
16 qualified candidate. It's going to get put out there.
17 It may take two or three weeks for people to respond, and
18 then, we are going to have to have someone review the
19 applications, and then, we have going to have to call
20 them in for an interview.

21 And then, they are going to have to have a
22 background check on them. Because last time we did this,
23 one of the applicants that they thought of hiring and
24 they were going to hire -- until a background check
25 revealed they were under investigation by South Santa

1 Rosa -- sorry -- Santa Rosa Sheriff's Department -- for
2 theft, and they were charged with theft.

3 So, therefore, at the meeting, that night
4 when they were going to hire the man, he was not hired.
5 That's why I am just saying, it can happen.

6 MR. MILLER: We can do it at our June
7 meeting.

8 MR. GOULET: I would say by the June
9 meeting.

10 MR. LYNCHARD: Yeah. I would --

11 MR. CALKINS: I think a happy medium here
12 would be right now is three weeks and you are asking for
13 30 days, so that's, like, what, just seven more days is
14 what you are saying. So right now, it's three weeks.

15 MR. LYNCHARD: But we haven't -- I mean --

16 MR. CALKINS: So we would go to 30 days
17 and I --

18 MR. GOULET: Can we just do the June
19 meeting?

20 MR. CALKINS: June meeting. Does anyone
21 have a problem with that?

22 MR. GARDNER: What about a deadline for
23 the --

24 MR. DESANTIS: Or do the May meeting and
25 get it done. I am sick of this.

1 MR. CALKINS: Debbie?

2 MS. GUNNOE: We are entering into the
3 summertime. We need a [REDACTED] out there quicker
4 than the June meeting. We are going to be smack in the
5 middle of summer at that point. I think the 30 days is
6 appropriate, but I think waiting until the June meeting
7 is too long.

8 MR. CALKINS: Okay. I will amend my
9 motion to change it to 30 days. I think that's a happy
10 compromise and enough time to find somebody. So 30 days
11 starting immediately. Is that fair?

12 MR. LYNCHARD: I am good with 30 days from
13 the date of posting the application, not from --

14 MR. MILLER: Can we set up a meeting right
15 after now --

16 MR. CALKINS: I will call a Special
17 meeting after that, if that is what's the Board's
18 intentions are.

19 MR. LYNCHARD: Yeah.

20 MR. CALKINS: Are we all on the same page
21 here?

22 MR. LYNCHARD: I don't know. We can make
23 that motion right now, 30 days from the date of posting.

24 MR. CALKINS: Okay. So I will restate my
25 motion. Okay. I withdraw my original motion and I

1 will -- I make a motion to put the [REDACTED]
2 [REDACTED] out for bid immediately.

3 MR. MAYER: Not bids, James. You are
4 talking about a Request for Proposal.

5 MR. CALKINS: Is that correct, everybody?

6 MR. LYNCHARD: Post a job opening.

7 MR. GOULET: That's simple. Post a job
8 opening.

9 MR. CALKINS: I make a motion to put the
10 [REDACTED] post for
11 job opening immediately with a closure date 30 days from
12 today.

13 Announcement of selected candidate will be
14 made at the golf course meeting after --

15 MS. GUNNOE: You are going to have to --
16 you are going to have to make a public announcement. You
17 can't wait until the next meeting because that's 30 days
18 -- or before 30 days and past 30 days.

19 MR. LYNCHARD: And, again, I would say
20 that it is 30 days from the public announcement of the
21 job opening.

22 MR. GOULET: Posting.

23 MR. LYNCHARD: Posting. Whatever.

24 MR. CALKINS: Okay. Is that amended from
25 this motion from -- because I would go with that.

1 MR. LYNCHARD: Yeah. I would like to
2 amend your motion to say that.

3 MR. CALKINS: Okay. That was a motion.
4 Do we have a second?

5 MR. MILLER: I will second it.

6 MR. CALKINS: We have a motion and a
7 second. Mr. Goulet?

8 MR. GOULET: One further thing I would
9 like to add to it -- until a [REDACTED] is selected
10 and hired -- that Paul be given the authority to assist
11 [REDACTED] with the golf course's --

12 MR. LYNCHARD: -- day-to day operations.

13 MR. CALKINS: That's a separate issue.
14 Can we break it up?

15 MR. MILLER: That's a second additional
16 motion after this.

17 MR. GOULET: That's fine. I withdraw
18 that. Fine.

19 MR. CALKINS: Okay. All those in favor
20 say "Aye"?

21 MR. GOULET: Aye.

22 MR. MILLER: Aye.

23 MR. LYNCHARD: Aye.

24 MR. CALKINS: All those opposed?

25 MR. MAYER: Opposed.

1 MR. MILLER: Where are we going to
2 advertise this? Who is going to handle that?

3 COURT REPORTER: Did you abstain?

4 MR. DESANTIS: I wanted to hear the motion
5 read again.

6 MS. GUNNOE: Yeah. I -- it's convoluted
7 right now.

8 MR. DESANTIS: I just --

9 MR. CALKINS: Okay. Would you like me to
10 restate the motion? Okay. Help me out here, guys,
11 because this is -- okay, I make a motion to put [REDACTED]
12 [REDACTED] --

13 MR. LYNCHARD: James, can I help you?

14 MR. CALKINS: Yes.

15 MR. LYNCHARD: I would like to make a
16 motion that we put [REDACTED] -- or
17 we post the [REDACTED]
18 [REDACTED] openly for 30 days. After posting publicly,
19 and then, interview qualified candidates.

20 MR. CALKINS: Okay. We have a motion. Is
21 everybody on --

22 MS. GUNNOE: That wasn't my understanding.

23 MR. DESANTIS: That wasn't a motion. It
24 was 30 days --

25 MS. GUNNOE: That wasn't my understanding.

1 MR. DESANTIS: Right.

2 MS. GUNNOE: It was to be closed. The
3 announcement was going to be done in 30 days was my
4 understanding.

5 MR. DESANTIS: Right. Yeah. We just
6 removed that one part that he put in.

7 MR. LYNCHARD: So we are going to open
8 up -- we are going to open it up for applicants for 30
9 days, and then, after the 30 days is up, we are going to
10 hire somebody.

11 MR. DESANTIS: I think that's what the
12 motion was. Wasn't it?

13 MR. LYNCHARD: Well, I don't agree with
14 that motion, then.

15 MR. GOULET: Neither do I. Because we are
16 going to have to have another special meeting --

17 MS. GUNNOE: Yeah. And the reason I
18 understood that that's the way it was -- was it agreed
19 to -- well, I don't know that it was agreed to, but my
20 comment we are entering into the peak golf season --

21 MR. DESANTIS: That's what I -- yeah --

22 MS. GUNNOE: -- and that we need to get a
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1 MR. CALKINS: Okay. That's -- stay on the
2 subject, please.

3 MS. GUNNOE: That is not an issue with
4 this.

5 MR. LYNCHARD: Okay.

6 MS. GUNNOE: The issue is that we are
7 entering into the peak golf time. We need to get a
8 [REDACTED] hired. And my understanding was that we
9 extended it from announcing at the next general golf
10 course meeting to announcing it in 30 days. That was my
11 understanding.

12 MR. CALKINS: That was my understanding,
13 also. Can you make a motion, Debbie?

14 MR. MILLER: Well, we do have a motion on
15 the table.

16 MR. CALKINS: Withdraw your motion, Daryl?

17 MR. LYNCHARD: No. I am not going to
18 withdraw my motion. Y'all can vote it down.

19 MR. GOULET: I second Daryl's motion.

20 MR. CALKINS: Okay. And Daryl's motion --
21 can we agree --

22 MR. KILPATRICK: Can I just --

23 MR. CALKINS: Yes, Keith?

24 MR. KILPATRICK: I just wanted to give
25 some discussion. I know that -- you know, I always golf

1 over there at Hidden Creek and stuff like that. And I
2 know that there's already been people that have already
3 been there, but we have actually got a General Manager
4 right now running it with Paul -- and he's got -- he ran
5 it with [REDACTED] for, I think, three years or even longer
6 while [REDACTED] was there.

7 So, as an interim, I mean, if you are
8 worried about us losing revenue, I would suggest to the
9 Board to give it a little bit of time to be able to post
10 out and kind of firminate (sic) in the community -- and
11 in the United States, for that matter, because I think it
12 should be a national -- or at least a United States
13 thing.

14 MR. CALKINS: What I think --

15 MR. KILPATRICK: So, you know, with that
16 said, that's my two cents is -- we have got the
17 experience, you know, with somebody running the Hidden
18 Creek. And for 45 days, I don't think it is going to go
19 under.

20 MR. DESANTIS: Mr. President, correct me
21 if I'm wrong, but it was my understanding that Paul said
22 he has nothing to do with Hidden Creek when Geo was made
23 chairman of the committee for Hidden Creek when the issue
24 [REDACTED]
25 Paul.

1 And he said, "I have nothing to do with
2 Hidden Creek. That's the committee and that's Geo."

3 MR. GARDNER: That's -- actually, it was
4 changed. That's what I was told when -- in the -- when
5 the new Board was elected.

6 MR. DESANTIS: Right.

7 MR. GARDNER: It's like that on the flow
8 chart.

9 MR. DESANTIS: Right. See, so I don't
10 understand this conversation.

11 MR. CALKINS: That issue has nothing to do
12 with what we are talking about right now with the motion.
13 We are trying to get a motion to put this thing out for
14 bid.

15 MR. DESANTIS: I'm just trying to clarify.

16 MR. CALKINS: Okay.

17 MR. MAYER: I have a comment.

18 MR. CALKINS: Yes. Mr. Mayer?

19 MR. MAYER: The busy season for Hidden
20 Creek is not the summertime.

21 MR. CALKINS: Okay.

22 MR. MAYER: Okay. You understand that?

23 MR. CALKINS: Yeah.

24 MR. MAYER: Second motion is if you look
25 at our operating results during the periods where we

1 didn't have [REDACTED] the numbers are better without a

2 [REDACTED]

3 MR. GOULET: That's right.

4 MR. MAYER: Considerably better. You
5 know, you guys are going the wrong way on the street.

6 MR. CALKINS: Daryl, can you restate your
7 motion and the issue also -- I think basically what we
8 had a consensus on was 30 days and pretty close to --

9 MR. LYNCHARD: My motion is that we
10 announce the job opening for [REDACTED]
11 [REDACTED] and 30 days after that announcement is posted, we
12 interview qualified candidates.

13 MR. CALKINS: When do we make a decision
14 on those qualified candidates?

15 MR. LYNCHARD: As soon as we are done, we
16 finish interviewing them.

17 MR. CALKINS: Okay. So 30 days, then
18 interview and qualify candidates.

19 MR. MILLER: First week of June during
20 interviews.

21 MR. LYNCHARD: Yeah.

22 MR. MILLER: First and second weeks, and
23 then, make a decision --

24 MR. GOULET: By the golf course meeting.

25 MR. MILLER: Yeah.

1 MR. GOULET: That's why I said June, but I
2 guess I am crazy.

3 MR. CALKINS: Okay. We have a motion on
4 the floor. Do we have a second?

5 MR. GOULET: I will second that motion.

6 MR. CALKINS: Okay. Any further
7 discussion by the Board?

8 (NO AUDIBLE RESPONSE.)

9 MR. CALKINS: Seeing no further
10 discussion, all those in favor say "Aye"?

11 MR. MILLER: Aye.

12 MR. LYNCHARD: Aye.

13 MR. GOULET: Aye.

14 MR. CALKINS: Any opposed?

15 MR. MAYER: Opposed.

16 MR. DESANTIS: Opposed.

17 MS. GUNNOE: Opposed.

18 MR. CALKINS: I will break the tie and I
19 will side -- I will vote in favor of Daryl's motion.

20 Okay. We are going to now move to --

21 MR. GARDNER: Can I ask you a question for
22 staff's -- is someone going to give us some direction on
23 the verbiage we want to use? The format we want to put
24 it out in? Pensacola News Journal? Do we want to go
25 nationwide with it? Or someone could give us some

1 direction on it?

2 MR. GOULET: I think my recommendation is
3 definitely go monster and professional job sites.

4 MR. CALKINS: Ms. Gunnoe?

5 MS. GUNNOE: We have a golf course
6 committee chairman who I think probably has a good
7 understanding of what is required for a [REDACTED]
8 [REDACTED] I would recommend that we put him as
9 responsible for identifying what we are looking for in a
10 candidate.

11 MR. CALKINS: Okay.

12 MR. MAYER: I would respond to that by
13 saying that my concept of what a competent [REDACTED]
14 [REDACTED] is is far field from what anything this Board
15 considers. And I would not be -- I would not be in sync
16 with the Board in making that decision.

17 MS. GUNNOE: Uh --

18 MR. LYNCHARD: We are just looking for a
19 job posting at this point after the motion is passed. We
20 are looking to post it on --

21 MR. MAYER: That's very true.

22 MR. LYNCHARD: Yeah. So we are not
23 necessarily --

24 MR. MAYER: Paul wants to know who is
25 going to write the RFP is what he is asking.

1 MR. LYNCHARD: You have got to write the
2 RFP before we can do the posting.

3 MR. GOULET: Give it to Landrum.

4 MR. GARDNER: Give it to Landrum --

5 MR. GOULET: Give it to Landrum. We hired
6 them. Give it to Landrum. Have them do it.

7 MR. MILLER: [REDACTED]
8 [REDACTED]

9 MR. MAYER: Really?

10 MR. GOULET: To write an RFP?

11 MR. MILLER: Yeah.

12 MR. LYNCHARD: Maybe we should write our
13 own.

14 MR. MILLER: That's to do the head hunting
15 -- to do the whole head hunting.

16 MR. GOULET: No. We are going to have to
17 do that. We were going to have them write the RFP for us
18 because -- since they are our HR Department --

19 MR. GARDNER: Since they are our HR, let
20 me check with it, because since they are our HR now, it
21 might not be that much.

22 MR. MILLER: That's through Landrum
23 Staffing because I asked them as far as our COO position.

24 MR. GOULET: But if they do a job
25 description for a [REDACTED], it shouldn't cost

1 us anything because they are already doing -- because
2 they have to write job descriptions for everybody;
3 correct?

4 MR. GARDNER: That's what I am thinking,
5 too.

6 MR. MILLER: We have posted this job
7 before. Do we have some minimum qualifications that we
8 have used before that we can piggy-back off of it if
9 Landrum can't do it?

10 MR. GARDNER: I can probably go back and
11 find the original ads that we put out the first time,
12 so -- and maybe I will just send those out to Board and
13 get some kind of consensus of it, you know, from the
14 Board, if they are good enough or if they had some
15 suggestions on what else they haven't.

16 MR. MILLER: I think we want some minimum
17 qualifications. At the end of the day, we are going to
18 look at their resumes and [REDACTED] has a very
19 impressive resume. I hope he will still put in for the
20 job.

21 Anyway, are we going to talk about salary,
22 because that is sometimes -- that's a consideration.

23 MR. GARDNER: Well, I mean, we could
24 probably get Landrum to do a salary range for a [REDACTED]
25 [REDACTED] too. Why don't you guys let me get all

1 the information I can from Landrum, and then, I will put
2 an email out and let you know what they can do for us.

3 And we can do it by email. You can give
4 me suggestions or yes or no or whatever by email.

5 MR. LYNCHARD: I think that's a great
6 idea.

7 MR. CALKINS: Okay. Thank you very much.
8 We are going to now move to Item Number 2 -- address Club
9 at Hidden Creek and Holley Navarre Water System
10 financials.

11 MR. GOULET: I guess my question is: We
12 have touched on it before and everybody told me to wait.
13 I would like to make a motion to give Paul the authority
14 to work with [REDACTED] as acting golf course manager until we
15 are able to hire a [REDACTED]

16 [REDACTED]

17 MR. LYNCHARD: I will second that.

18 MR. CALKINS: We have a motion and a
19 second. Any further discussion?

20 MR. MILLER: Would you like to make part
21 of that giving [REDACTED]
22 until such time [REDACTED]

23 MR. GOULET: Yes.

24 MR. LYNCHARD: Second it for discussion.
25 What did we do last time? Was it three dollars last

1 time?

2 MR. GOULET: I think. We would have to
3 check. I think it was [REDACTED]

4 MR. GARDNER: I think it was [REDACTED]

5 [REDACTED]

6 MR. CALKINS: Mr. Mayer?

7 MR. MAYER: I think you should [REDACTED]

8 [REDACTED] -

9 MR. LYNCHARD: I was thinking about an
10 interim -- an interim [REDACTED] -

11 MR. MAYER: Right.

12 MR. GARDNER: And that's how we basically
13 did it last time.

14 MR. GOULET: Because I know she would
15 probably be more happy to help out, but it would be nice
16 to have Paul there also so she doesn't feel burdened with
17 it.

18 MR. GARDNER: And I don't mind, you know.
19 I have been going down there every day. I have been
20 trying to spend at least an hour down there so that they
21 can see there is some kind of management. [REDACTED]
22 all that bunch --

23 MR. GOULET: [REDACTED] --

24 MR. GARDNER: -- [REDACTED] they
25 don't need -- they don't need that much guidance. They

1 are professional. All I can be there for them is to give
2 them any support they need.

3 MR. MAYER: [REDACTED] is gone for the next two
4 weeks.

5 MR. GARDNER: Yeah. But she has got
6 everything lined up and I am handling it until she gets
7 back. I don't think it's an issue. I think they are all
8 doing a fine job right now. And as long as I am kind of
9 the liaison between them and Board, I think everything
10 will be all right until you can get somebody hired.

11 MR. LYNCHARD: And thinking further, I
12 think Geo has got a better idea than I did with an

13 [REDACTED] If we gave [REDACTED] -- same thing --

14 [REDACTED]
15 as [REDACTED]

16 then, we are really not taking away a [REDACTED] We are
17 just not [REDACTED] So I
18 like your idea better.

19 MR. GOULET: I would change my motion to
20 include what Daryl just mentioned --

21 MR. MAYER: After you have a [REDACTED]
22 [REDACTED] a short time after, he will be adjusting --

23 MR. MILLER: What? [REDACTED]

24 MR. MAYER: -- [REDACTED] and putting up his
25 whole staff over there.

1 MR. LYNCHARD: I would suggest we look at
2 it and make [REDACTED]

3 [REDACTED]

4 MR. GOULET: I would add that to my
5 motion.

6 MR. CALKINS: Okay. We have a motion and
7 we have a second. Any further discussion by the Board?

8 (NO AUDIBLE RESPONSE.)

9 MR. CALKINS: Seeing --

10 MR. MAYER: [REDACTED] -- is
11 that the motion?

12 MR. GOULET: No.

13 MS. GUNNOE: No. This is --

14 MR. MILLER: This is to give Paul the
15 authority to go down and assist with the running of the
16 operations. I don't remember exactly what the motion
17 was, but --

18 MR. CALKINS: Okay. So we have -- we have
19 a motion --

20 MS. GUNNOE: Are we talking about him
21 going physically over there and helping with the
22 operation? Or are we doing what he recommended, which is
23 to be the liaison between the Board and the golf course?

24 MR. GARDNER: I think all they need, Ms.
25 Gunnoe, is maybe an hour a day. I stop by there after

1 lunch or something, walk around, make sure everything is
2 all right for them, just so they know there's some

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7 knowing they have got me to go to you guys once something
8 happens will be all we need.

9 I don't think I should -- I don't want to
10 have to spend much time down there at all. Like I said,
11 those guys run the place.

12 MR. GOULET: The whole idea, too, if they
13 have a question on operation procedure that they feel
14 uncomfortable with, they can ask Paul to make the
15 decision.

16 And if something is out of their
17 expenditure budget, what they are allowed to spend, Paul
18 can authorize it because he is the manager of Holley
19 Navarre Water System. That's the whole idea behind that.
20 That was my --

21 MS. GUNNOE: All right.

22 MR. GOULET: Not for Paul to sit behind a
23 desk and give barking orders.

24 MR. GARDNER: I ain't got time for that.

25 MS. GUNNOE: All right.

1 MR. CALKINS: Okay. Any further
2 discussion?

3 (NO AUDIBLE RESPONSE.)

4 Seeing no further discussion, all those in
5 favor say "Aye"?

6 MR. MILLER: Aye.

7 MR. GOULET: Aye.

8 MR. DESANTIS: Aye.

9 MR. LYNCHARD: Aye.

10 MS. GUNNOE: Aye.

11 MR. MAYER: Aye.

12 MR. CALKINS: Any opposed?

13 (NO AUDIBLE RESPONSE.)

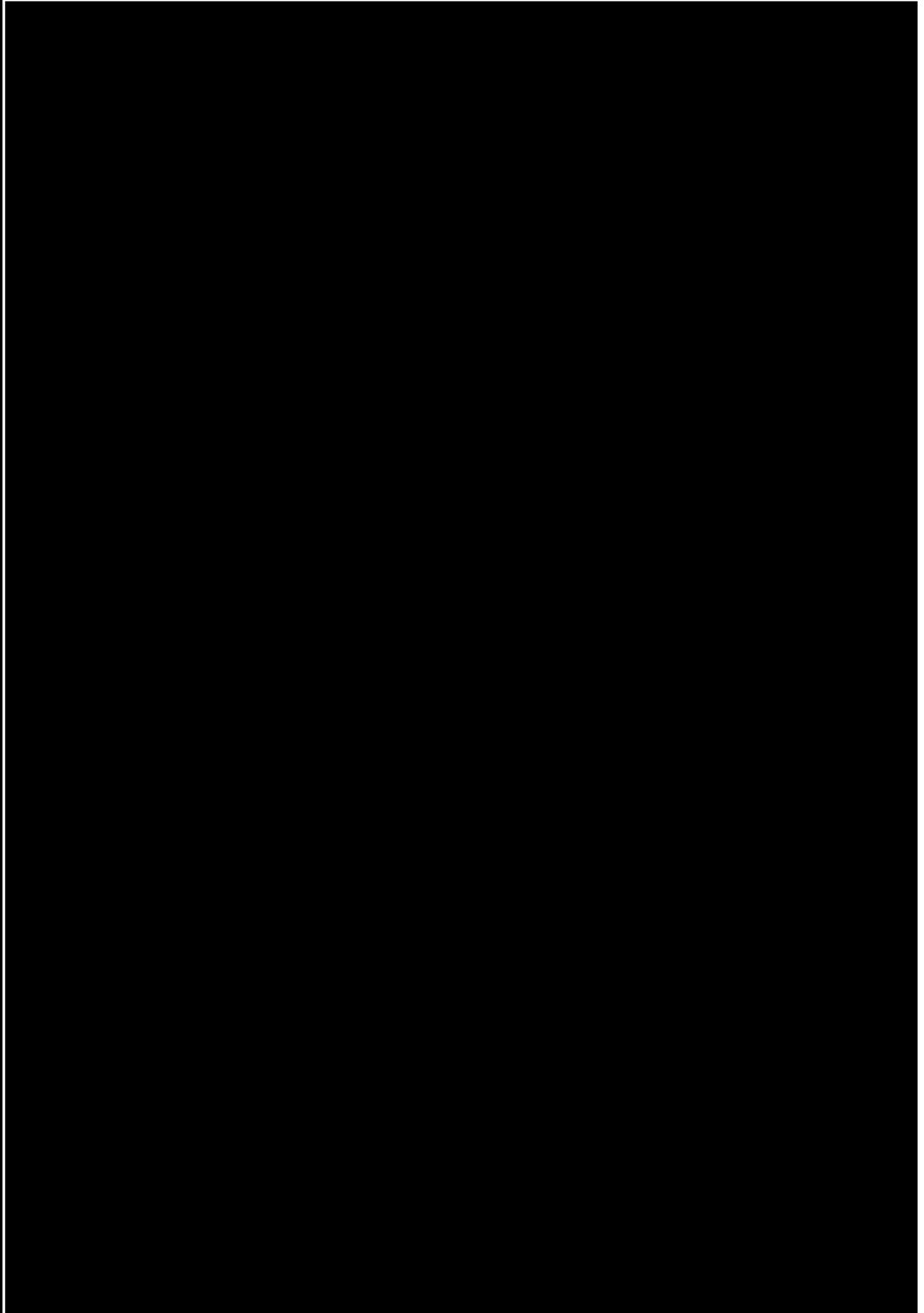
14 MR. CALKINS: Motion passes. Okay. We
15 are now going to move into address Club at Hidden Creek
16 and HNWS financials.

17 MR. MILLER: We are already on that item.

18 MR. CALKINS: Was that Debbie, Ricki,
19 Mark -- anybody? Okay. We are going to move to --

20 MR. MILLER: Actually, we have some
21 unfinished business on our RFPs that are out there. We
22 have got the netting for the driving range that we
23 approved \$30,000 on. Are we going to hold off on making
24 any decisions on, you know, getting any of those things
25 repaired? The bathrooms?

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1 was rotate it to the right and do irons only after you
2 guys are able to get it open. That was my
3 recommendation.

4 It's definitely a need to get the nets
5 down on [REDACTED] customer's property. That's a
6 must. I think that needs to be put forward. And we need
7 to definitely get pricing from the same company on the
8 netting down the roadway because evidently they are a lot
9 cheaper than the bids we were receiving previously.

10 So I think that something needs to be
11 done. I know we approved the golf course for \$30,000 for
12 engineering and something else at the last meeting.

13 MR. LYNCHARD: Turnkey, I think it was.

14 MR. GARDNER: Can I add something?

15 MR. MAYER: It was for appropriate
16 netting, for signage, and for appropriate tee boxes and
17 directional tee boxes. And our engineering company is
18 preparing the scope of work, should be grades in doing
19 that now.

20 MR. GARDNER: I would like to add
21 something to that, if I can. I did go down Monday and I
22 met with [REDACTED] We went out there and looked.
23 And they had been aiming more to the right, but it seems
24 like every time the guys -- the kids in the morning go
25 out there and put the boards down, they would straighten

1 back up.

2 So what [REDACTED] has done, he went out there
3 and he has drove -- he has driven stakes in the ground,
4 and that the kids have to run rope from side to side and
5 that's keeping it back towards the pond. So we actually
6 shifted it way back over, so it was -- and just accepted
7 that some balls are going to go in the pond, you know,
8 and we will retrieve them.

9 Some balls may hit the maintenance shed,
10 but that's better than hitting someone --

11 MR. MAYER: Adding some netting around the
12 pond also as it goes to the back.

13 MR. GOULET: Well, we have a diver that
14 goes there once a month that gives us, what, 40 percent
15 of the balls back --

16 MR. GARDNER: But they also -- what they
17 decided to do is they are not going to let the woods --
18 we are going to have irons. But they have -- or are
19 going to order three practice nets.

20 You know what I am talking about? The
21 little nets that are about 250 bucks apiece that are
22 portable. And you sit out there, and you can drive into
23 those nets, and it just -- it goes right there.

24 So we are hoping some of that is going
25 to -- and I actually sit out there the other day and

1 watched them hit the ball. And I seen a guy -- a couple
2 of guys sliced the ball real bad. And one of them went
3 close to the road but it didn't actually go out on the
4 road, the way they have it aimed at, so I think you are
5 going to see a lot until we get the fence up there.

6 I think you are going to see a lot of
7 improvement just by what they did. But I think the fence
8 is still something that needs to be done.

9 MR. MAYER: Did you say they are going to
10 irons only, Paul?

11 MR. GARDNER: Yes. But they -- they are
12 going to irons only. They don't know. It is going to
13 have to be kind of an honor system that you use your
14 irons. They are going to have the Marshal swing by there
15 every now and then to see if people are actually doing
16 the irons.

17 MR. MILLER: Have you ever thought about
18 putting a video camera out there just to --

19 MR. GARDNER: Yeah. Then if you video,
20 you have to have somebody sit there and watch it.

21 MR. MILLER: It records on a DVR, like you
22 can go back and see --

23 MR. GARDNER: You could actually see who
24 is out there.

25 MR. LYNCHARD: I would suggest creating a

1 policy that anybody that is caught not using iron be
2 banned from the golf course.

3 MR. GOULET: I know there are a lot of
4 courses that have irons only just because of the --

5 MR. LYNCHARD: Well, irons only, and
6 somebody is hitting a driver. You just tell them they
7 are not welcome there anymore. Have a nice day. Take
8 their name, their Driver's License, and tell them they
9 are not welcome back.

10 MR. MILLER: Is there signage out there
11 that says "Irons only"?

12 MR. LYNCHARD: I don't know.

13 MR. MILLER: If not, we need to get
14 signage.

15 MR. GARDNER: I know they were going to
16 get the signs. I don't know if they have got them up yet
17 or not.

18 MS. GUNNOE: Mark, was your concern that
19 what was currently undergoing as far as work and progress
20 that it continue?

21 MR. MILLER: Yeah. We need to keep moving
22 forward with that. And we did at our last meeting agree
23 that we would convene again and actually go over some of
24 those financial decisions that need to be made on the
25 bathrooms. We need to prioritize what needs to be done,

1 how it's going to be funded.

2 You know, that stuff doesn't go away just
3 because we don't have a General Manager right now.

4 MS. GUNNOE: Right. And that's what I
5 understood was what you were asking.

6 MR. GOULET: I think the biggest thing,
7 and I am sure Geo would agree on it, the cart paths that
8 we are planning on doing concrete for, we need to get
9 [REDACTED] scheduled on that because he is so hard to
10 get --

11 MR. GARDNER: [REDACTED] is scheduled and that
12 is what I was going to speak to you guys. I didn't know
13 this was the venue to do it. [REDACTED] is scheduled to come
14 out pretty soon and do the hole on 8.

15 MR. MAYER: Right.

16 MR. GARDNER: And I guess there is some
17 washout problems on 18. And we talked about that in one
18 of our meetings, and [REDACTED] was wanting me to approach the
19 Board and see if [REDACTED] since [REDACTED] was going to be out
20 there already, if there was any chance of getting that
21 18, the cart path done on 18.

22 MR. GOULET: I thought we had -- I thought
23 we had three other holes identified.

24 MR. MAYER: For the future. For the
25 future but not funded.

1 MR. MILLER: Yeah. We haven't --

2 MR. GARDNER: I think 18 was the first one
3 that was after -- because they talked about washing
4 out --

5 MR. MAYER: The 18 problem is a pretty
6 simple problem to take care of, less than a day's work by
7 a crew.

8 MR. GOULET: That is just that washout by
9 that sand trap on the right. Right?

10 MR. MAYER: Right. It's been broken away.
11 The joint had been broken for years.

12 MR. GOULET: Years.

13 MR. CALKINS: Okay. Are we done with the
14 discussion of the Hidden Creek and HNWS financials?

15 (NO AUDIBLE RESPONSE.)

16 MR. CALKINS: Seeing no further discussion
17 on those items, we are going to move to --

18 MR. MAYER: What financials are you
19 referring to?

20 MR. CALKINS: Well, it was -- it's on the
21 agenda, so, anyway --

22 MR. LYNCHARD: No. We didn't discuss any
23 of that.

24 MR. MAYER: Yeah. I don't know what that
25 means.

1 MR. CALKINS: Okay. We are going to move
2 to the next item, Number 3. We were just discussing --

3 MR. MAYER: What is the financials?

4 MS. GUNNOE: Is it -- is it what we were
5 just discussing?

6 MR. LYNCHARD: What? The driving range?

7 MS. GUNNOE: No. No. No. No. No. The
8 RFP.

9 MR. MILLER: We discussed the different
10 bids we have taken in from work that needs to be done.
11 If we need to create an action item on that, I would move
12 that the golf committee convene within the next two weeks
13 to come up with recommendations and funding for those
14 bids.

15 MR. GOULET: And prioritize them.

16 MS. GUNNOE: And I will second that.

17 MR. MILLER: And prioritize them.

18 MS. GUNNOE: And I will second that.

19 MR. CALKINS: Okay. So that's a motion
20 and a second. I just figured we would do that anyways,
21 but if you want to call it for a vote, then?

22 MR. MILLER: I would like to. Let's put a
23 time -- let's put a fuse on that. We need to get it
24 done.

25 MS. GUNNOE: Yes.

1 MR. CALKINS: Okay. There is a motion and
2 a second. Any further discussion?

3 MR. GOULET: Daryl will be back in a
4 minute.

5 MR. CALKINS: We will wait for Daryl.

6 MS. GUNNOE: So it's no later than two
7 weeks from today that they will have met and come up with
8 a prioritized list to present?

9 MR. MILLER: Right.

10 MR. GARDNER: While we are sitting here
11 waiting on Daryl, just for staff's knowledge, there are
12 certain dates -- certain deadlines we have to hit to get
13 these things in the newspaper. We passed a deadline for
14 this week already.

15 So how about if I try to get it in for
16 next week? I think it's Thursday to get into Sunday --
17 into Pensacola News Journal. It's even -- if we do it
18 local, it's even sooner than that.

19 So would that be soon enough to get it
20 out? Is everyone all right with that?

21 MS. GUNNOE: [REDACTED]

22 MR. GARDNER: Yes. [REDACTED]

23 MR. MILLER: I think as soon as you can
24 get them in the papers, go ahead and start running it,
25 and then, also, the -- I agree that monster.com -- and

1 there are several really good Internet job sites.

2 MR. GOULET: [REDACTED] would be one to ask on
3 that because of who to advertise nationally for a
4 position like that in my opinion.

5 MR. GARDNER: And, again, I will get with
6 Landrum and --

7 MR. GOULET: Yeah. If you just ask
8 Landrum to write us a job description for a [REDACTED]
9 [REDACTED] then they have to -- because they are going to
10 have to do that anyway with everything.

11 MR. GARDNER: All right. I just don't
12 want to get behind the eight ball on getting it out
13 there. I want to kind of stress that this is something
14 that can't be done real fast. You know, it has got to
15 give me a little time to get it out there, but I will do
16 it as fast as I possibly can.

17 MR. GOULET: Tomorrow is, what, Thursday,
18 so Landrum tomorrow and they get rocking and have it
19 ready for you Monday. They can work this weekend on it.

20 That lady filed a claim with our insurance
21 company? Or we don't know yet?

22 MR. KILPATRICK: Nothing. She never
23 contacted us.

24 MR. GOULET: Okay.

25 MR. GARDNER: We gave her all the

1 information she needed.

2 MR. GOULET: Okay. So there's a motion
3 and a second to golf course committee to come up with a
4 plan of action and prioritize the things that need to be
5 done on the golf course in two weeks.

6 MR. MILLER: Within the next two weeks.

7 MR. CALKINS: So we have got a motion and
8 a second. Any further discussion?

9 MR. LYNCHARD: We will just -- for further
10 discussion, we will have to approve those actions?

11 MR. MILLER: Yes.

12 MR. GOULET: Yes.

13 MR. LYNCHARD: Okay. I am good with it.

14 MR. MAYER: Let me remind you of something
15 that the items that we talked about that needed to be
16 addressed were never properly delineated, were never
17 properly scoped. It was two new comfort stations. It
18 was half a mile of paving. It was just insane.

19 And we took bids by calling some guys,
20 "Give me a price for half a mile of paving," or "Give me
21 a price for two comfort stations." And it's reflected in
22 the bids we received.

23 You need to be a little bit professional
24 about when you go out for these things. You need to be
25 in control of what you want and delineate what you want

1 and have the contractors respond to that so that you are
2 doing apples and apples.

3 MR. DESANTIS: I think it is referred
4 to --

5 MR. MAYER: We have never done that. We
6 have never done any of that.

7 MR. DESANTIS: I think it is referred to
8 as competitive bidding process.

9 MR. LYNCHARD: Uh-huh.

10 MR. MAYER: Or whatever.

11 MR. MILLER: There were multiple bids
12 received, you know, from numerous contractors --

13 MR. MAYER: I know there were.

14 MR. MILLER: -- on --

15 MR. MAYER: Right. And they were absurd.
16 There was no commonality.

17 MR. GOULET: I guess, the only thing, you
18 know, like the concrete path, I am good with that. [REDACTED]
19 [REDACTED] gives us the best price, so I agree with the cart
20 paths with [REDACTED] But the bathrooms, I agree with
21 the bathroom. I mean, we have the [REDACTED] quote and we
22 have one -- I think it is going to be a shack quote. I
23 don't know.

24 MR. MAYER: I have no idea who [REDACTED]
25 is, and for all I know, he could be a wonderful

1 contractor. But it's our job to decide thickness and how
2 they are going to be reinforced and where control joints
3 are and the drainage.

4 MR. LYNCHARD: I will go ahead and tell
5 everybody here I am not an engineer.

6 MR. MAYER: I understand.

7 MR. LYNCHARD: I do not do control joints
8 and thicknesses --

9 MR. MAYER: We employ engineers.

10 MR. LYNCHARD: -- and widths. and I do
11 not think that that is the Board's job. We employ
12 engineers to do that.

13 MR. MAYER: I understand that. That's
14 right. And we have those engineers.

15 MR. LYNCHARD: Yes. But what you just
16 said was something completely different. You just said,
17 "We decide that," and we don't.

18 MR. MAYER: I said our company does that.

19 MR. LYNCHARD: Okay.

20 MR. MAYER: We have staff for that and we
21 have some people working on it now very competent -- on
22 some parts of it very competently, but we have never done
23 that before.

24 MR. GOULET: But do you feel we should
25 turn it all over to the engineers and have them come up

1 with RFPs and the Board approve them?

2 MR. MAYER: That would be okay.

3 MR. GOULET: I mean, I would be fine with
4 that, too.

5 MR. LYNCHARD: I am good with that.

6 MR. GOULET: I mean, have the engineers
7 come up with the specs and we will put it out to bid and
8 we will have a minimum of three people bid on it.

9 MR. MAYER: It's the same way we contract
10 in our business.

11 MR. GOULET: No. I agree with it.

12 MR. CALKINS: There is a motion and a
13 second on the floor. And we are going off on a
14 different --

15 MR. DESANTIS: Yeah.

16 MR. CALKINS: So I just recommend that we
17 stick to the item. And any further discussion by anyone?
18 And these can be discussed at the golf course committee.

19 But any further discussion?

20 MR. GOULET: Here's a question, though,
21 Mark suggested a timeline within two weeks. We have a
22 decision on this. And, yet, Geo has brought up a good
23 point where we don't know what the hell we are coming up
24 with, so we can't make a decision in two weeks.

25 I don't know how long it is going to take

1 the engineers to review this to come up with a proper
2 schedule to have it done properly. I don't know. I
3 can't answer that.

4 MR. GARDNER: Can I speak on the
5 engineers?

6 MR. CALKINS: Ms. Gunnoe?

7 MS. GUNNOE: We are just talking about
8 making sure that the committee gets together no later
9 than two weeks from today to prioritize. Was that not
10 what we were discussing?

11 MR. MILLER: Right.

12 MS. GUNNOE: The projects that need to be
13 accomplished at the golf course, you know, which ones do
14 we want to attack first?

15 Is it based on what it is going to cost
16 us? Or is it based on what needs to be done first over
17 others? If it is what needs to be done first over
18 others, then I think the committee can go forward with
19 the two-week timeline to come up with a prioritized list.
20 They can take that prioritized list, then, and we know
21 which ones we want to tackle first with the engineer.

22 Engineer, we need you to please help us
23 with this one. What is it going to take? Let's put that
24 one out for -- you know, if we need to go out. Some of
25 them we already have accepted bids. Correct?

1 MR. MILLER: I don't know that we need to
2 tie up our engineers' time with trying to design a new
3 bathroom when all it needs is repair and we have got bids
4 on repairing them.

5 MR. CALKINS: Okay.

6 MR. MILLER: And they need to happen. You
7 know, we are going to have all these people trying to go
8 to the bathroom where there's mold and holes in the
9 ceiling and all that. It's just -- we kicked this can
10 down the road long enough. We need to go ahead and start
11 recommending -- we have got three bids on doing the
12 bathrooms.

13 There is no reason why we have to have
14 engineers step in and redesign all that and re-bid it.
15 That's not that many people that are going to be willing
16 to do it. There is a lot more work out there right now
17 for everybody, so I am in favor of us --

18 MS. GUNNOE: And that's how --

19 MR. MILLER: -- coming in with some
20 recommendations. We are not going to decide on
21 everything, but I think there are some things that need
22 to be done now and not three months from now.

23 MR. CALKINS: Okay. I need to go to Paul
24 because he was asking --

25 MR. GARDNER: Let me explain something

1 about our -- and taking it to our engineers. I did take
2 this to our engineers before, but you have got to
3 remember, our engineers are municipal engineers. They
4 deal in water tanks. They deal with pressures on lines.
5 What they would do is I would, if I did that, they would
6 call an architect.

7 Why -- I don't see the reason of letting
8 them -- hiring them to call an architect. If you want
9 something like that, just let me know. I will call the
10 architect myself and get them out there. And that way,
11 we are not paying an engineer and architect, too.

12 But these -- you know, these guys, it is
13 out of their --

14 MR. LYNCHARD: -- scope of work.

15 MR. GARDNER: I mean, they could do it.
16 There is no doubt about it. Going to enough books,
17 anybody can do it. But these guys, what their
18 specialities is and what their -- municipal engineers is
19 what they are called.

20 MR. GOULET: We just need a pump station
21 with a toilet. That's all we need.

22 MR. MILLER: You know, the things that we
23 were looking at -- we were looking to --

24 MR. DESANTIS: So we are just replacing a
25 toilet in the roof.

1 MR. GOULET: Yeah.

2 MR. LYNCHARD: Yeah. That's it.

3 MR. MILLER: Are we looking at replacing
4 the split rail fence? We were looking at refinishing the
5 woodwork, replacing the front door, getting rid of the
6 dingy sofas in the entryway. Those don't require
7 engineers, you know.

8 MR. GOULET: And concrete paths so we
9 could drive our golf carts on the golf course.

10 MR. MILLER: By somebody that has done
11 work for the golf course before, you know.

12 MR. GOULET: For 20 years.

13 MR. MILLER: None of this is rocket
14 science. We need to figure out what we want to do and
15 how we are going to pay for it and what the priority is.
16 And that's my motion.

17 MS. GUNNOE: And that's what I seconded.

18 MR. MILLER: Yes.

19 MR. CALKINS: Okay. So we have got a
20 motion and a second. Any further discussion?

21 MR. LYNCHARD: Just -- could you just
22 restate your motion? We are going -- they are going --
23 the golf course committee is going to have a meeting to
24 prioritize the work that we need done out there and they
25 are going to bring it back to the Board.

1 MR. MILLER: Make recommendation to the
2 Board as a committee. The committee recommends. The
3 Board approves.

4 MR. LYNCHARD: I am good with that.

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

7 (NO AUDIBLE RESPONSE.)

8 MR. CALKINS: All those in favor say
9 "Aye"?

10 MR. MILLER: Aye.

11 MR. GOULET: Aye.

12 MR. DESANTIS: Aye.

13 MR. LYNCHARD: Aye.

14 MS. GUNNOE: Aye.

15 MR. MAYER: Aye.

16 MR. CALKINS: Any opposed?

17 (NO AUDIBLE RESPONSE.)

18 MR. CALKINS: Seeing no opposition, motion
19 passes. Now, we are going to move into address HNWS
20 employee items.

21 We are on addressing HNWS employee items.
22 Mr. Mayer?

23 MR. MAYER: I am new, of course, but I am
24 confounded by the flurry of emails I have recently about
25 who is in charge and who is making decisions.

1 MR. LYNCHARD: That's amazing, because I
2 don't get any of them.

3 MR. MAYER: Well, you have got a problem
4 with your email servers.

5 MR. LYNCHARD: I must.

6 MR. MAYER: I had a couple today and I am
7 especially confused by what you are supposed to be in
8 charge of.

9 And I think that -- that needs serious
10 attention and delineation. And it affects very much on
11 our management, because, essentially, you are in charge
12 of everything, but you should be delegating a great deal
13 of it, which I see none of that happening.

14 MR. MILLER: There is a chain of
15 command --

16 MR. MAYER: I am not saying --

17 MR. MILLER: -- and everything should be
18 going through Paul as far as, you know, requests for
19 things that need to be done within the company.

20 MR. MAYER: And Paul just recently sent us
21 another email reminding us.

22 MR. MILLER: Right.

23 MR. LYNCHARD: I got that one.

24 MR. MAYER: Why did you get that one?

25 MR. GOULET: I got that one, too. I

1 called [REDACTED] today because I sent a request to James
2 three times for an agenda and I never got any response,
3 like no, yes, or anything.

4 I asked [REDACTED] "Is my email server
5 working?"

6 And he said "Yes." It was working.

7 MR. MILLER: But [REDACTED] is a direct liaison
8 with the Board.

9 MR. CALKINS: I would like to state that
10 according with the agenda, I have never been to a Special
11 Meeting that I remember where they had an agenda in
12 advance. And there's a reason for that -- is there is a
13 lot of moving parts.

14 And I mentioned that to Mark. I tried to
15 call you, you know, a lot of times -- and Daryl -- but
16 y'all have stopped answering the phone to me. And I
17 understand that. But I -- anyway --

18 MR. GOULET: I guess the biggest thing is
19 what the Board needs to understand -- and this is how it
20 was explained to me years ago -- the Board sets policy.
21 Management at Holley Navarre Water System, the Club at
22 Hidden Creek, and MESI perform policy.

23 We are not here to do the day-to day
24 operations. We are not here to run things. That's not
25 our job. If we have a request for, like, anybody else,

1 we can put it in writing or we can do it verbally.

2 It's always better to put it in writing,
3 because that way there is proof that you asked for it and
4 they have proof that you asked for it. Usually, when
5 there is something important, it usually requires a Board
6 action to get something done.

7 All right. That's normally how it works,
8 but it's not the job of the president, the vice
9 president, the secretary or Board member to try to run
10 the day-to-day operations of Holley Navarre Water System.
11 That's why we have managers. They are not tasked with
12 that job. Okay.

13 MR. MAYER: You think that's happening?

14 MR. GOULET: I don't know if that is
15 happening. But I think it may be impeded by people
16 constantly requesting information or people constantly
17 requesting things that they want. It doesn't -- you
18 can't expect -- I can't walk into [REDACTED] office and
19 say, "You know what? I need this from last year."

20 First off, it's disrespectful. Second
21 off, it is rude. She has got other stuff to do. Because
22 if that is all [REDACTED] has to do, we don't need [REDACTED]

23 If I walk into [REDACTED] office and ask
24 her something like that, you know, or walk into [REDACTED]
25 office. You know, if you came to my shop right now, say,

1 "Hey, I need a brake job right now." Well, I might be
2 able to help you out. I might not be able to.

3 If I can, I might tell you two weeks out.
4 You know, it's just called respect for the professional
5 position that they are in, you know, and I think that may
6 be missed in translation. But, you know, honestly, I
7 feel Paul is in charge of Holley Navarre Water System.
8 Paul is going to help out at the golf course now.

9 We have a bunch of key people in play that
10 can do the job. I don't think the place is going to burn
11 down overnight, you know, but it's not the Board's --
12 that's kind of funny -- it's not the Board's job --

13 MR. LYNCHARD: Historically speaking, yes.

14 MR. GOULET: It's not the Board's place to
15 run this place. It's the Board's job to set procedure
16 and policy for the managers to carry out. And I think I
17 am happy people have taken it upon themselves to try to
18 fix everything. I know I can't fix everything.

19 I know I am going to make mistakes. I am
20 not perfect. But I think the biggest thing that is
21 missing is working as team and trying to work together
22 for the same common goal. I think we all agree on
23 things. I think we are all good people, but I think
24 sometimes they got lost in translation. That's my
25 opinion.

1 MR. CALKINS: Any further discussion?

2 MR. MAYER: Yeah. I have some further
3 discussion.

4 MR. CALKINS: All right.

5 MR. MAYER: Who do you think is in charge
6 of this operation?

7 MR. CALKINS: Well, as far as I am
8 concerned, the General Manager. There is the Board of
9 Directors that's in charge, and then, it goes to the
10 General Manager and then to the rest of the -- that's the
11 way the flow chart is set up.

12 MR. MAYER: You believe that?

13 MR. LYNCHARD: What do you believe?

14 MR. MAYER: I believe the Chief Executive
15 Officer, the president --

16 MR. CALKINS: The president.

17 MR. MAYER: -- is in charge. And I
18 believe and I fully expect that he would delegate a great
19 deal of that responsibility.

20 MR. MILLER: The Board of Directors --

21 MR. MAYER: Who he reports to.

22 MR. MILLER: The Board of Directors gives
23 directions to the General Manager, not the president.
24 The president acts as the head of the Board of Directors,
25 so, you know, the president shouldn't be making decisions

1 and trying to run the company. It should be the Board of
2 Directors that give directions to management.

3 MR. LYNCHARD: And management runs the
4 company.

5 MR. MAYER: The management reports to the
6 Board of Directors.

7 MR. LYNCHARD: Right. That's correct.

8 MR. MAYER: Right. And I don't see that
9 happening.

10 MR. MILLER: I get emails from Paul quite
11 frequently -- they copy everybody in. And there's a
12 monthly reporting at our monthly meetings.

13 MR. MAYER: You are talking about the
14 General Manager. I am talking about the president.

15 MR. MILLER: The president is the head of
16 the Board of Directors.

17 MR. MAYER: No. He is that, but he also
18 is the Chief Executive Officer of the company.

19 MR. MILLER: I thought we are going to
20 post a Chief Executive Officer position.

21 MR. LYNCHARD: Yeah. No. He is not the
22 Chief Executive Officer.

23 MR. MAYER: That would be a new deal. We
24 have never had one.

25 MR. MILLER: That's not the way the Board

1 chart that was approved works apparently.

2 MR. LYNCHARD: Yeah. No. The president
3 is the head of the Board of Directors.

4 MR. MAYER: Right.

5 MR. LYNCHARD: But not the CEO of the
6 organization. If you want someone that is akin to a CEO
7 of the organization, that would be Paul.

8 MR. GOULET: Because we currently don't
9 have a CFO.

10 MR. DESANTIS: Or CFO.

11 MR. LYNCHARD: We don't have one. Yeah.

12 MR. MAYER: Yeah.

13 MR. MILLER: Is there an action item for
14 this? Or where are we going with this?

15 MR. MAYER: I am trying to figure out
16 these emails that are going around. Paul was complaining
17 in the email that I saw most recently, "Hey, guys, you
18 are supposed to be talking to me about this stuff. What
19 is going on?"

20 MR. GARDNER: The complaint was what?

21 MR. MAYER: You were complaining that
22 things need to go through you so you can appropriately
23 deal with the staff --

24 MR. GARDNER: And that's how I believe.
25 Yeah.

1 MR. LYNCHARD: Yeah. That's --

2 MR. MAYER: But that hasn't been
3 happening.

4 MR. GARDNER: Well, no. It hasn't been
5 happening. That's why I sent the email out.

6 MR. MAYER: That's what I am saying.

7 MR. LYNCHARD: None of us knew that there
8 were certain Board members that wanted all of the checks
9 that were written to Will and the company that Will's
10 [REDACTED] worked for five, six years ago.

11 Paul sent out an email asking for Board
12 approval for the employees who were asked to perform that
13 task by Board members.

14 MR. GOULET: Non-management employees.

15 MR. LYNCHARD: Non-management employees.

16 MR. MAYER: I frankly have no idea what
17 you are talking about, but, okay.

18 MR. LYNCHARD: Yeah.

19 MR. DESANTIS: Per Director.

20 MR. GARDNER: The point is -- is the last
21 Board -- on the last Board, I got stuck in the middle. I
22 got accused of choosing sides.

23 I come that close from being fired, that
24 close. I am not going to do it again and I am not going
25 to let my staff get in it, put in the middle like that.

1 I have got people that are sitting back
2 there, "What do I do? This come from the president."

3 Well, fine. You guys make a policy that
4 we do everything the president tells me to, I will do
5 that. But my understanding is here that we work -- the
6 Board consists of seven members, and I work for the Board
7 of Directors. I don't work for James.

8 So make the policy I work for James, and,
9 by God, I will send everything -- I will do everything he
10 tells me to. But until then, I am doing what
11 everything -- what the seven Board members tell me to do
12 as a whole.

13 MR. CALKINS: But as the president and the
14 treasurer, I believe we have the right to information
15 regarding financial in the Water Company.

16 MR. GOULET: As long as it is not malice.

17 MR. LYNCHARD: As long as it is not
18 malice. And I also believe that our flow chart shows
19 that the Board of Directors flows directly to Paul, not
20 to individual employees.

21 MR. MILLER: Right.

22 MR. LYNCHARD: So if we are asking Paul or
23 if we are asking for an individual employee information,
24 that needs to go through Paul.

25 MR. GOULET: That's correct.

1 MR. LYNCHARD: That does not need to go to
2 individual employees at the Water System. It puts them
3 in a bad position. And they do not know whether, you
4 know, they are doing the right thing or the wrong thing.
5 But the flow chart says that it goes to Paul, and that's
6 the way we need to act.

7 MR. MAYER: And Paul has seven bosses.
8 Good God.

9 MR. MILLER: Well, he has one boss. It's
10 the Board of Directors. The Board of Directors is made
11 up of seven people. He doesn't have seven individual
12 bosses.

13 MR. GOULET: Uh-huh. And any time, any
14 time an email is sent to Paul, it is sent to everybody.
15 Anytime something is discussed with Paul, it is discussed
16 with everybody. That's how it has always been here.

17 MR. GARDNER: If you guys make a policy
18 that I give [REDACTED] up front everything that she asks for,
19 by God, I am doing that. But make the policy. Give me
20 some direction.

21 MR. CALKINS: I will tell you what, I have
22 been on this Board of Directors for six -- I don't know
23 how many years it has been -- but it's been a while. I
24 kind of -- I never read any books of how to do this. I
25 kind of learn as I go.

1 And I get different opinions on how to
2 handle things consistently, so I am just basically doing
3 from precedent. That's how I have been conducting myself
4 with this stuff, this whole thing.

5 And I would like to say that I think we do
6 need clarification on chain of commands and all of these
7 things because I get different opinions on what I can do,
8 what I can't do, and so on and so forth.

9 If you will remember, we had a Board
10 president last year who was involved in multiple things
11 that was, you know, requesting employees to start
12 investigations on people. I mean, it was --

13 MR. GOULET: The problem is you are
14 following the same path, James.

15 MR. CALKINS: No. That's not true.

16 MR. GOULET: So on the record, when you
17 requested [REDACTED] to look into William J.
18 Goulet, [REDACTED]

19 [REDACTED] since William Goulet was president and
20 the first three checks and the last three checks, you are
21 going to state on record, in front of all of these
22 witnesses, that wasn't malice?

23 MR. CALKINS: I would like to say that I
24 requested this from Ricki.

25 MR. GOULET: Ricki never responded to the

1 email.

2 MR. CALKINS: I requested --

3 MR. GOULET: You requested Ricki to
4 request this. Ricki never responded because Ricki is not
5 an idiot. Ricki knows that's malice because --

6 MR. CALKINS: There is no malice. I don't
7 know what you are talking about.

8 MR. GOULET: Do you know what malice is?

9 MR. CALKINS: No.

10 MR. GOULET: Okay. Malice means that you
11 are --

12 MR. DESANTIS: Clarify. Can you please
13 let him know what you mean by "You requested," --

14 MR. CALKINS: I sent an email to Ricki --

15 MR. GOULET: On Holley Navarre Water
16 System's --

17 MR. CALKINS: Because Ricki is the
18 treasurer.

19 MR. LYNCHARD: That's right.

20 MR. CALKINS: Asking for invoices and
21 checks regarding, you know, the company. And that's what
22 you do.

23 MR. GOULET: Just me, though. A Board of
24 Director. You don't think you should have ran this
25 through the Board of Directors and get approval on this

1 first?

2 And the other thing is you didn't ask for
3 any other -- you didn't ask for any other repair shops.
4 Just mine. And just my brother. And, see, that's what I
5 am saying. That's where it is malice. I have already
6 talked to an attorney on it. It is malice.

7 MR. CALKINS: You were the only one that
8 was serving on the Board. And as a matter of fact, I
9 sent this to Ricki --

10 MR. GOULET? On a Holley Navarre Water
11 server, so, therefore, it's company property.

12 MR. CALKINS: I sent this to Ricki.

13 MR. GOULET: Yes.

14 MR. CALKINS: And Ricki, as far as I know,
15 hasn't acted on it.

16 MR. GOULET: Do you know why he didn't
17 respond to it? Because he's -- Ricki is intelligent.

18 MR. CALKINS: Let him speak for himself.

19 MR. DESANTIS: If I may, I would want to
20 set that -- to request it directly to Paul, and I would
21 expect Paul to follow that direction. That's Number One.

22 The kind of request I would make would be
23 geared towards the email that Paul sent to us, the
24 response to the questions Board of Directors had that we
25 had sent to you with regards to the draft ordered

1 financials and the Board action without motion.

2 Okay. And then, you responded. And I was
3 going to talk to you privately about some things. The
4 thing that concerns me the most -- and I am not getting
5 off track here -- I think if you are going to request,
6 you should -- it's related to -- my concerns are related
7 to the Form 990 of HNWS. That's where my concerns were,
8 but now, you brought that up.

9 In specific questions, as a matter of
10 fact, I will read it, because I have been making notes
11 for myself. Questions directly from the HNWS 990 form
12 completed and provided to us in that email and the
13 attachment.

14 I have never been asked nor provided a
15 questionnaire to answer these questions nor informed that
16 a possible conflict exists or could exist with relations
17 to the questions on that form.

18 For example, Number 26, Number 28:

19 "A family member of a current, a former
20 officer, director, trustee, or key employee," that would
21 pertain to -- was the organization a party to a business
22 transaction with one of the following parties --

23 "A current or former officer, director,
24 trustee, or key employee, a family member of a current or
25 former officer, director, trustee, or key employee."

1 "An entity of which a current or former
2 officer, director, trustee, or key employee or family
3 member thereof was an officer, director, trustee or
4 director or indirect owner."

5 There's multiple questions. There is
6 Number 5 and Number 37. And I didn't write them up.

7 Or Part 5, Section A:

8 "Did any officer, director, trustee, or
9 key employee have a family relationship or a business
10 relationship with any other officer, director, trustee,
11 or key employee?"

12 And it goes on. And then, I looked at the
13 letter that you provided as as attachment, which was sent
14 to [REDACTED] and also one to Hidden Creek, which would
15 either be you or [REDACTED]

16 And it says, "Please provide a list of any
17 relationships and things of that nature with a business
18 party transaction."

19 And the gist of it is -- I noticed on that
20 990 form -- [REDACTED] is filling that out and is checking
21 "No," to all of these things.

22 And I asked this question a long time ago
23 when this whole process with the accountant started, "Has
24 a questionnaire survey been sent out to every Board of
25 Director, officer, trustee, former officer, trustee, or

1 Director that is doing business as a contractor or
2 anything so that they can answer that questionnaire?"

3 Because I have been through this game,
4 gentlemen, and we all know that, and that's what I am
5 accustomed to. That's mandatory. That's standard
6 practice. That's to protect the company, protect every
7 Board of Director. They fill it out, sign it, date it,
8 goes on file. And it addresses those questions.

9 Okay. But I have never gotten a
10 questionnaire. And I agree it should have covered Ricki
11 Desantis, Geo Mayer, Debbie Gunnoe, Daryl Lynchard, Will
12 Goulet, Troy Bossier, all those -- you know, we need to
13 be answering those questions.

14 MR. LYNCHARD: Actually, to be quite
15 honest with you, it wouldn't -- the questionnaire would
16 not include William Goulet or Daryl Lynchard because the
17 990 and the audit were from last year and we did not
18 become Board members until January 2018.

19 MR. DESANTIS: But you were former. You
20 were former.

21 MR. LYNCHARD: Yeah. But that's right on
22 990.

23 MR. DESANTIS: But that would not have
24 applied to that questionnaire because it was last year.
25 It would apply this year but not last year.

1 MR. DESANTIS: But here is what concerns
2 me, Daryl. And I beg to --

3 MR. LYNCHARD: The questions would have
4 been answered five years when we were Board members.

5 MR. DESANTIS: I beg to differ and
6 disagree because it speaks specifically to --

7 MR. LYNCHARD: So are we needing to go
8 back since 1970 --

9 MR. DESANTIS: We need to have a
10 relationship.

11 MR. LYNCHARD: We need to go back to 1970
12 and figure out how many Board of Directors had a
13 relationship. No. It goes to --

14 MR. DESANTIS: No. You are wrong.

15 MR. LYNCHARD: It goes to your question.

16 MR. DESANTIS: No, it doesn't.

17 MR. LYNCHARD: You are saying -- so you
18 are saying -- what's the time period, then? Where does
19 it apply to? What is the time period? Is it the past
20 six years? The past seven years? Or the past 40 years?

21 MR. DESANTIS: Are you done?

22 MR. LYNCHARD: Yes.

23 MR. DESANTIS: Okay. I will finish what I
24 was saying. I am just speaking to the 990 form that I
25 received, and I think it's wrong to put [REDACTED] in this

1 situation of putting her name on it and then X-ing, "No.
2 No. No. No," when none of us have ever even filled out
3 a questionnaire or survey that addresses that.

4 MR. GOULET: We have never been given one.

5 MR. DESANTIS: That's what I am saying.

6 Thank you.

7 MR. GOULET: We have never been given one.

8 MR. DESANTIS: Thank you. And that's what
9 I have been saying because it should be done. Okay. I
10 am looking at this 990 and I am seeing all of these
11 X's -- "No. No. No. No."

12 I am, like, "Hey, I never got one of
13 these." And I am not going to be complicit to this.

14 And what I said before where you tried to
15 sidetrack it, it's very simple. It's very clear in those
16 questions. Go read it again. You should know it.

17 MR. LYNCHARD: I am not -- I am trying to
18 fight about it --

19 MR. DESANTIS: Where it says, "Former or
20 current," that would be those affiliated --

21 MR. LYNCHARD: That's why I am asking for
22 the past 40 years.

23 MR. DESANTIS: That would affiliate with
24 those currently involved in business with HNWS. And I
25 don't want to make an issue.

1 MR. LYNCHARD: We weren't last year.

2 MR. DESANTIS: I am not here to fight. I
3 didn't do a motion. I just have concerns. I want to
4 approve those draft financials, but I have some issues
5 here that I want done because I don't want them coming
6 back to me. And you should know better.

7 Okay. So I just want them addressed. I
8 want every Board member protected, give them a
9 questionnaire, let them answer it and move on from there.

10 I am not saying names. I am not -- I am
11 sticking to the issue. That's it. Let's do it. Let's
12 get the questionnaire out. Let's address these issues.
13 Let's sign off on those financials and let's move
14 forward.

15 Because you are telling me "We have got to
16 worry about loans and bonds." So let's do it. Let's get
17 her done.

18 MR. LYNCHARD: So is your question with
19 the 990 or the audit?

20 MR. DESANTIS: I just made myself very
21 clear.

22 MR. LYNCHARD: Yes. You said 990.

23 MR. DESANTIS: I said with questions
24 associated with those things. And I know what you are
25 coming with next --

1 MR. LYNCHARD: No. I am saying that we --

2 MR. DESANTIS: We have got a 990. We have
3 got to approve the other. Okay.

4 MR. LYNCHARD: That's right. We have got
5 to approve the audit to get to the 990.

6 MR. DESANTIS: Right. But now, this other
7 email came out that is questioning other things -- look,
8 Daryl, I don't want to fight with you. This stuff, I
9 don't need this crap in my life anymore. I have got a
10 stem cell surgery coming. It is really testing me.

11 I thought we were going to be the Dream
12 Team. I really did. This is nonsense. We are supposed
13 to come in here, address the issue, execute, move
14 forward. That's it. That's the image we, in my opinion,
15 should project to the employees, the community, and the
16 members. Get it done. Do it right. Don't come back to
17 it.

18 MR. GOULET: Let me ask you a question,
19 now, and that goes back to what Daryl said. The Board
20 has never been given those previously. Okay.

21 MR. DESANTIS: Which --

22 MR. GOULET: Hang on a second --

23 MR. DESANTIS: -- concerns me, because you
24 guys were presidents.

25 MR. GOULET: The Board was never given

1 those previously by the General Manager nor by any of the
2 staff. They never provided that. I am not an
3 accountant.

4 MR. CALKINS: No. But the treasurer
5 should and you had a previous CPA, who used to be a CPA.

6 MR. LYNCHARD: Did you make these concerns
7 noticed last year?

8 MR. DESANTIS: Yes. I have been screaming
9 this stuff all along. Yes.

10 MR. CALKINS: He was.

11 MR. DESANTIS: You know it because you
12 know I have had concerns. You have told me to quiet
13 down.

14 MR. LYNCHARD: I wasn't on the Board last
15 year whenever we were discussing this.

16 MR. DESANTIS: I am not going to get into
17 that sidebar.

18 MR. GOULET: The biggest thing is
19 setting --

20 MR. DESANTIS: You know what? I don't
21 want to fight with you.

22 MR. GOULET: I am not trying to fight. I
23 want to say this --

24 MR. DESANTIS: Let's just get her done.

25 MR. LYNCHARD: I want to get her done.

1 MR. DESANTIS: Let's get a questionnaire
2 and do it.

3 MR. CALKINS: Geo has the same question,
4 so come on, guys --

5 MR. MAYER: I have the same question. I
6 mean, you guys are making my brain -- who the hell runs
7 the show around here? Who makes the decision? Get this
8 done? Who? Tell me.

9 MR. CALKINS: Well, we have a Board of
10 Directors. And I am president of the Board. And
11 that's --

12 MR. GOULET: Why didn't our audit company
13 tell us this? Why didn't Averett tell us this?

14 MR. MILLER: For years.

15 MR. GOULET: For years. Why haven't they
16 told them this?

17 MR. MAYER: Good question.

18 MR. LYNCHARD: They have been in business
19 for years. We should have known this by now.

20 MR. MAYER: That's a very good question.

21 MR. DESANTIS: I could disagree with -- so
22 thank you.

23 MR. GOULET: But I am saying is how come
24 Averett didn't tell us this? I mean --

25 MR. DESANTIS: How much are we paying

1 them, by the way, Paul, a year?

2 MR. GARDNER: I don't have that
3 information --

4 MR. DESANTIS: Roughly? Estimate? 20?
5 30? What? Rough figure. I am not going to hold you to
6 it.

7 MR. GARDNER: I would have to say 20.

8 MR. DESANTIS: 20 grand at least.

9 MR. GARDNER: Roughly.

10 MR. GOULET: So --

11 MR. DESANTIS: So a questionnaire should
12 be handed out first, by the way.

13 MR. GOULET: Then, I make a motion --

14 MR. LYNCHARD: Not enough.

15 MR. GOULET: Then, I make a motion for
16 Paul to request a meeting with Averett, whatever their
17 name is --

18 MR. DESANTIS: I would like to meet with
19 them with him.

20 MR. GOULET: And ask why we weren't given
21 this in all of these years.

22 MR. CALKINS: Okay. We have a motion.
23 And would you like to include Ricki --

24 MR. LYNCHARD: I second it.

25 MR. CALKINS: -- to go to the --

1 MR. GOULET: And second it. I would also
2 like to amend my motion and allow Board members to be
3 present in the meeting because it affects the Board
4 members. I have never heard of what Ricki talked about
5 in my life.

6 MR. DESANTIS: That's bad.

7 MR. GOULET: For me, it isn't.

8 MR. DESANTIS: Well, you know what I mean.

9 MR. GOULET: I know, but I am just
10 saying --

11 MR. DESANTIS: You do agree, that's pretty
12 bad; right?

13 MR. GOULET: Yeah. The company should
14 have disposed of that.

15 MR. CALKINS: Ms. Gunnoe?

16 MS. GUNNOE: Just to put something that
17 was mentioned to rest, mentioned earlier to rest was the
18 request for that information that didn't go through Paul
19 but went to employees, was that the purpose? And it
20 wasn't malice. It's to find -- to get to the
21 questionnaire, and there is no malice.

22 I would just like to put that to rest that
23 that was --

24 MR. LYNCHARD: It didn't have a damn thing
25 to do with that questionnaire.

1 MS. GUNNOE: I don't know.

2 MR. LYNCHARD: I do.

3 MR. GOULET: Really? Come on, now.

4 MS. GUNNOE: The person that was asking
5 for it, I don't know.

6 MR. LYNCHARD: A copy of all the checks
7 that were written to one or to two vendors, you are
8 saying that that has to do with that questionnaire.

9 MR. GOULET: Ricki didn't respond to it.

10 MS. GUNNOE: I don't know.

11 MR. GOULET: Ricki didn't respond to it.

12 MR. DESANTIS: Look, it's very simple.

13 MS. GUNNOE: Okay.

14 MR. DESANTIS: I already addressed this
15 issue and I will repeat myself. I think if the request
16 for information covered everything, as I started and
17 began to say, Mark Miller's name, maybe throw in Century
18 21.

19 Daryl Lynchard, throw in Ron the sign man;
20 Rick Desantis, Rick Desantis. Paul Gardner, key
21 employee. Officer, Doug Larson. And what does he do?
22 T-shirts? What's the name of the place?

23 MR. MILLER: Expressions or something.

24 MR. LYNCHARD: Expressions or something
25 like that.

1 MR. DESANTIS: Geo Mayer, Keith
2 Kilpatrick. You get my point? These are real issues,
3 people. I got news for you. You all know what the word
4 complicit means; don't you? That's it. I have said
5 enough. You all know better.

6 MR. MILLER: I agree with Will's motion
7 that we need to look into this and ask the auditors what
8 our responsibility is on those questionnaires, so --

9 MR. DESANTIS: Are you saying for the
10 record that you don't want to fill out a questionnaire
11 and remove any conflict of interest --

12 MR. MILLER: I want to know what our
13 requirements are.

14 MR. DESANTIS: Right. But I want to ask
15 you again directly.

16 MR. MILLER; I have no problem filling out
17 the questionnaire.

18 MR. DESANTIS: Thank you. You are on the
19 record saying that?

20 MR. MILLER: Yeah.

21 MR. DESANTIS: Okay. I just want to be
22 clear what you are saying, Mark.

23 MR. MILLER: I am certainly willing to do
24 it if it is a requirement. I just don't know. Why would
25 our auditor --

1 MR. DESANTIS: It's a standard procedure,
2 Mark.

3 MR. LYNCHARD: I think the standard
4 procedure is to ask management questions, not Board of
5 Directors.

6 MR. DESANTIS: Well, that's a disclosure
7 issue. That's a whole different issue.

8 MS. GUNNOE: It was already seconded.

9 MR. DESANTIS: I would like to --

10 MR. CALKINS: Did we have a second?

11 MR. LYNCHARD: Yeah. I seconded it.

12 MR. CALKINS: Okay. We have a motion and
13 a second. Any further discussion?

14 (NO AUDIBLE RESPONSE.)

15 MR. CALKINS: Seeing no further
16 discussion, all those in favor say "Aye"?

17 MR. MILLER: Aye.

18 MR. GOULET: Aye.

19 MR. DESANTIS: Aye.

20 MR. LYNCHARD: Aye.

21 MS. GUNNOE: Aye.

22 MR. MAYER: Aye.

23 MR. CALKINS: Any opposed?

24 (NO AUDIBLE RESPONSE.)

25 MR. CALKINS: Motion passes.

1 Okay. We are now done with employee
2 items. Now, we are going to move to address [REDACTED]
3 [REDACTED] Any discussion about this?

4 I would actually -- Ricki?

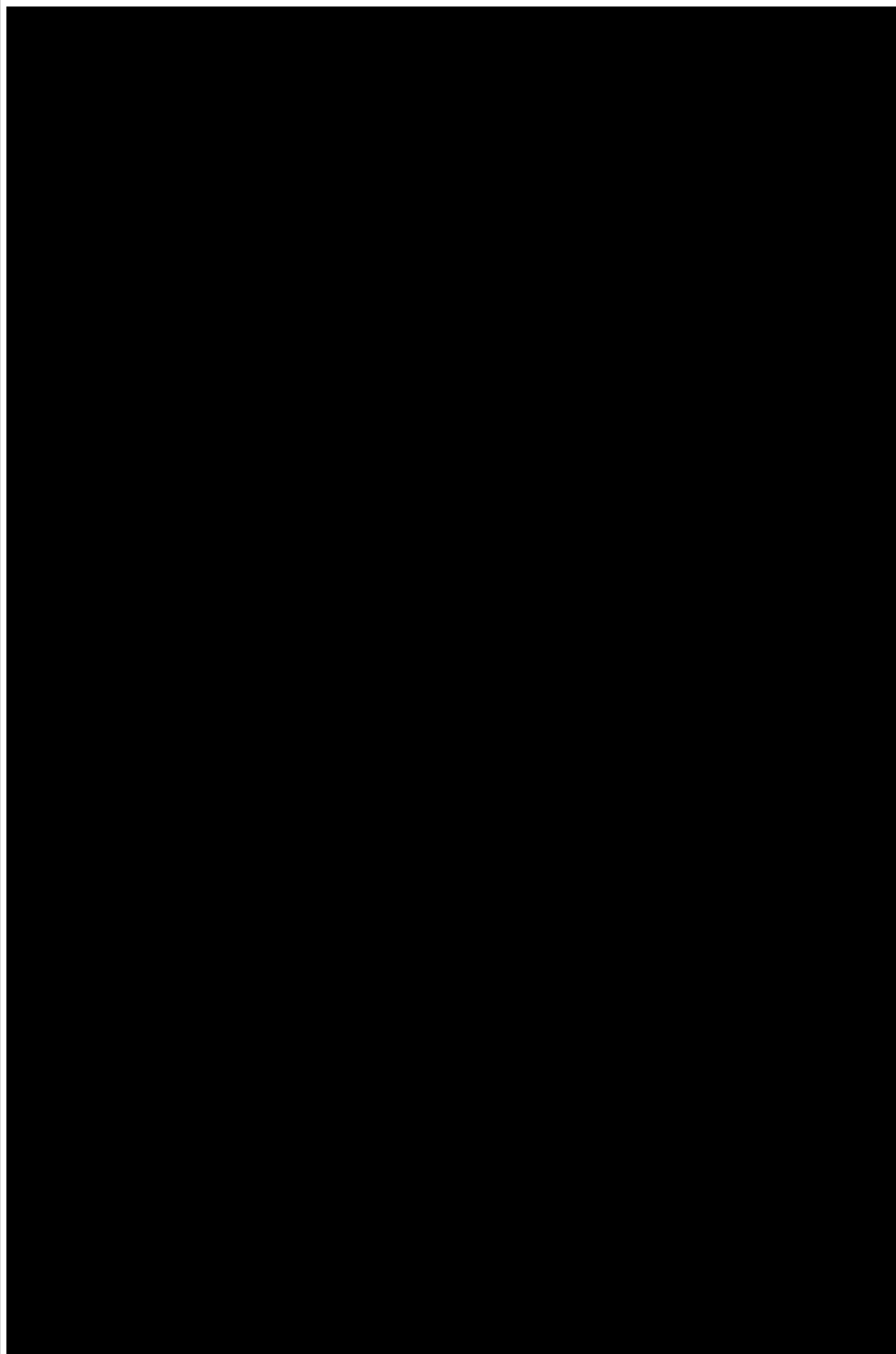
5 MR. DESANTIS: I might as well keep
6 rolling. Gentlemen, we have two choices. We act like
7 adults. We put the reason we are here ahead of
8 everything. We drop it all. We do a press release to
9 fix this crap.

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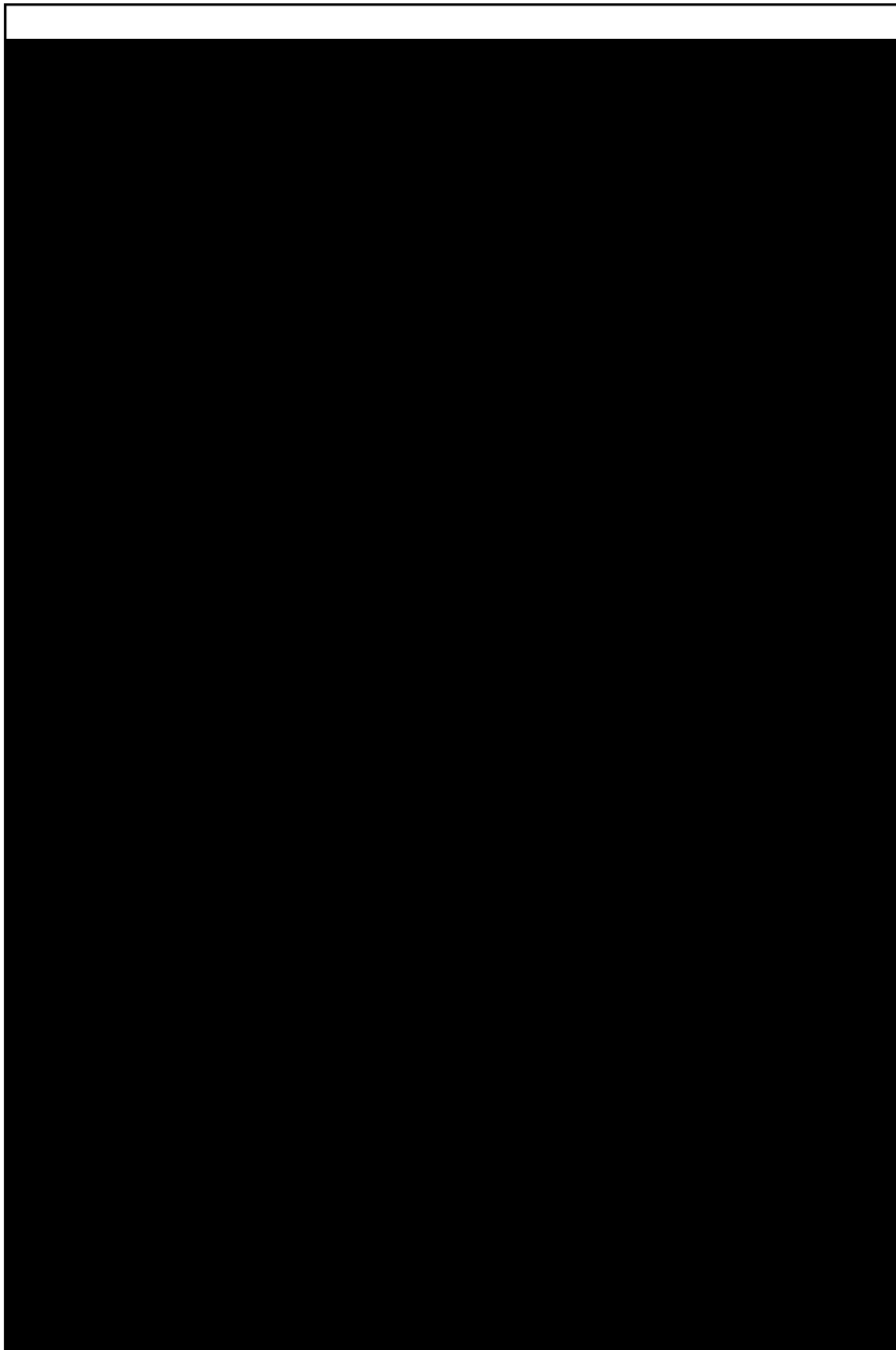
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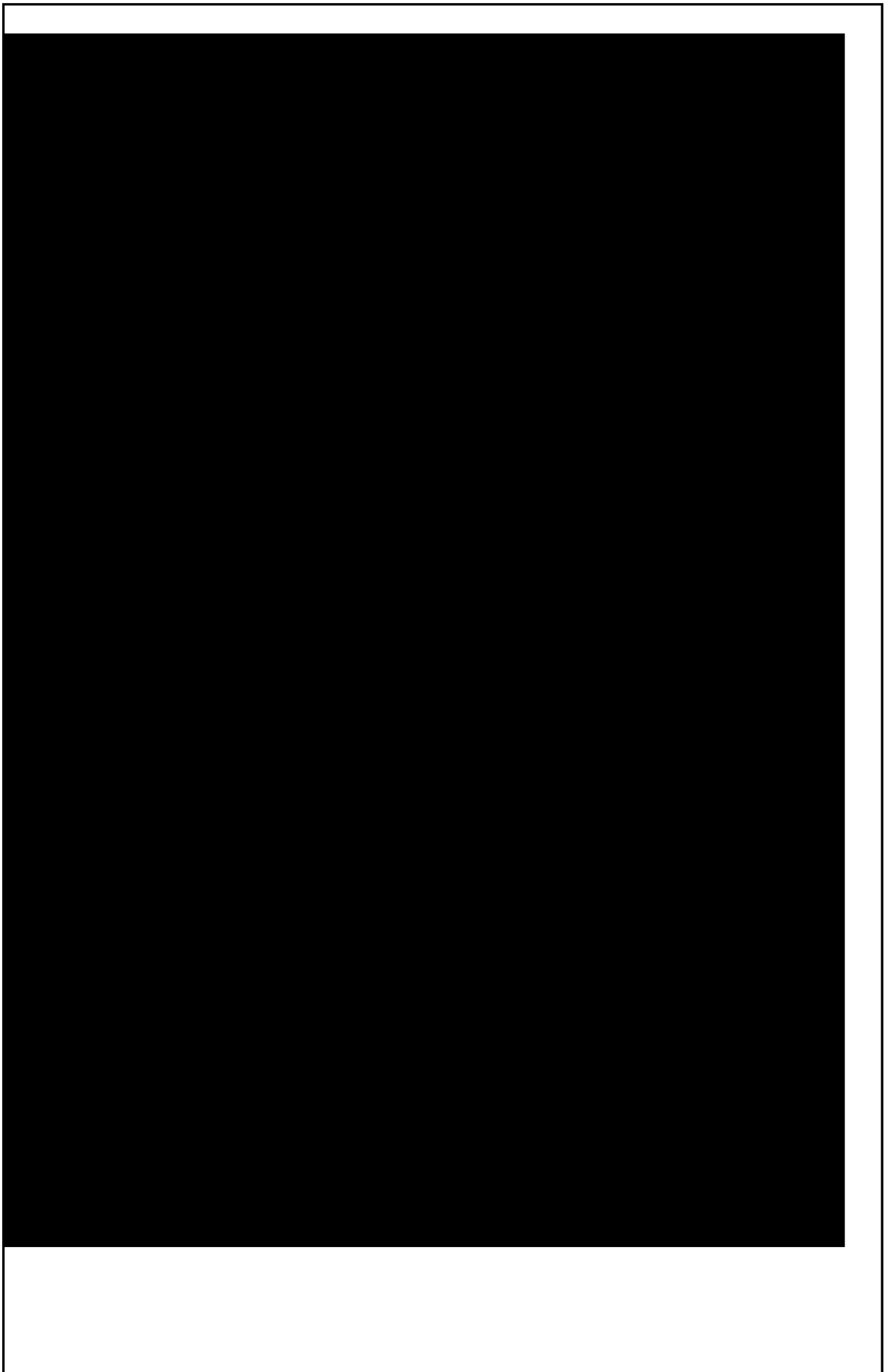
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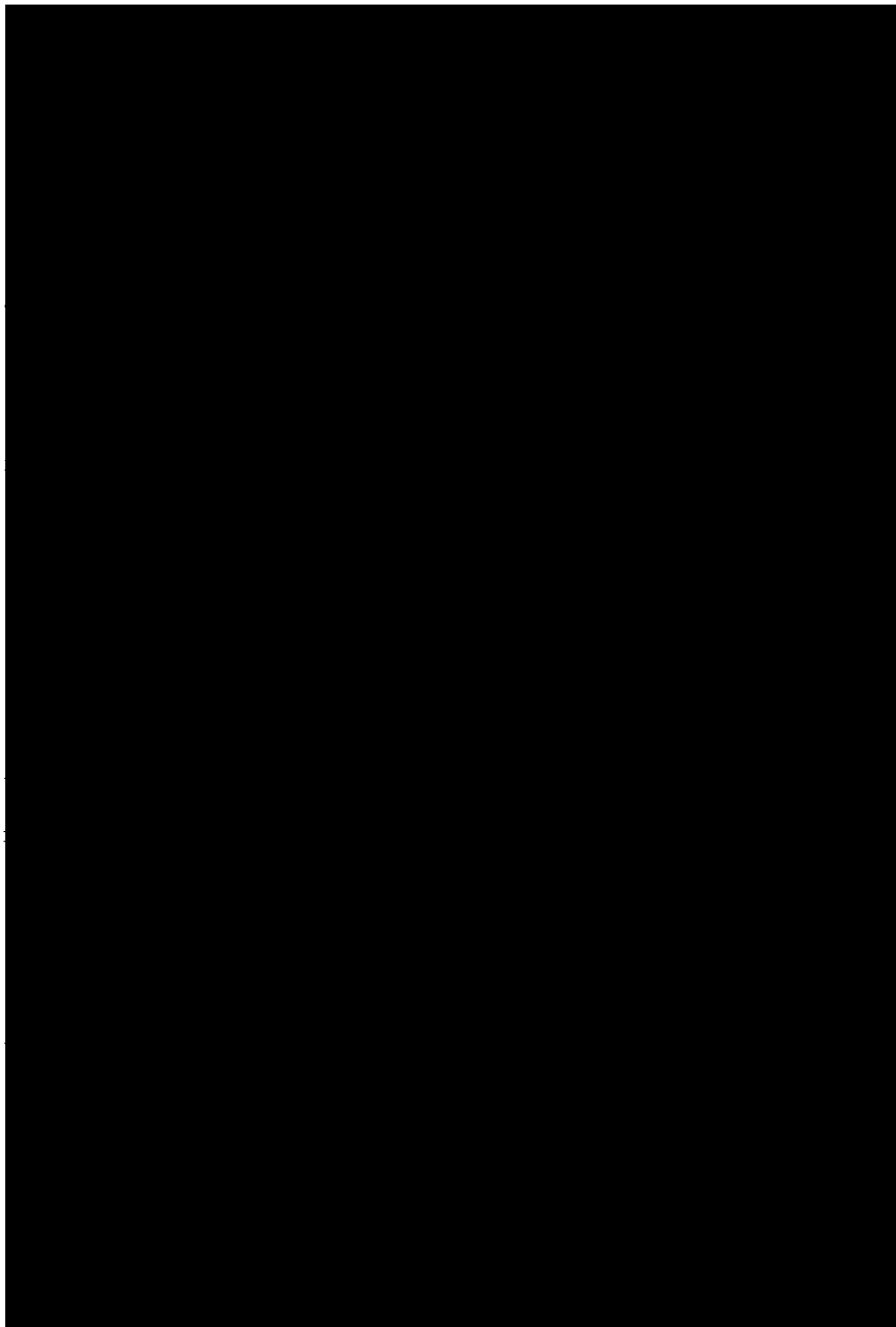
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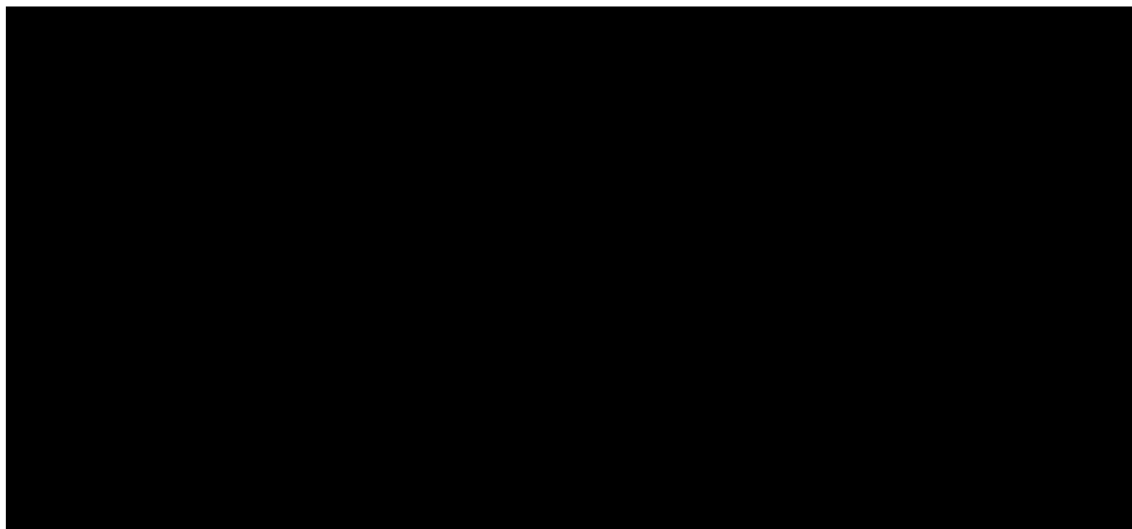
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MR. KILPATRICK: Of course.

MR. LYNCHARD: So --

MR. KILPATRICK: There is a procedure in there.

MR. LYNCHARD: We are going to make a motion and a second and vote on it, but it is something that is just procedural because he can't do anything anyways.

MR. KILPATRICK: Yeah.

MR. DESANTIS: Well, you have a second then; right?

MR. LYNCHARD: I will second it.

MR. DESANTIS: Let's do it.

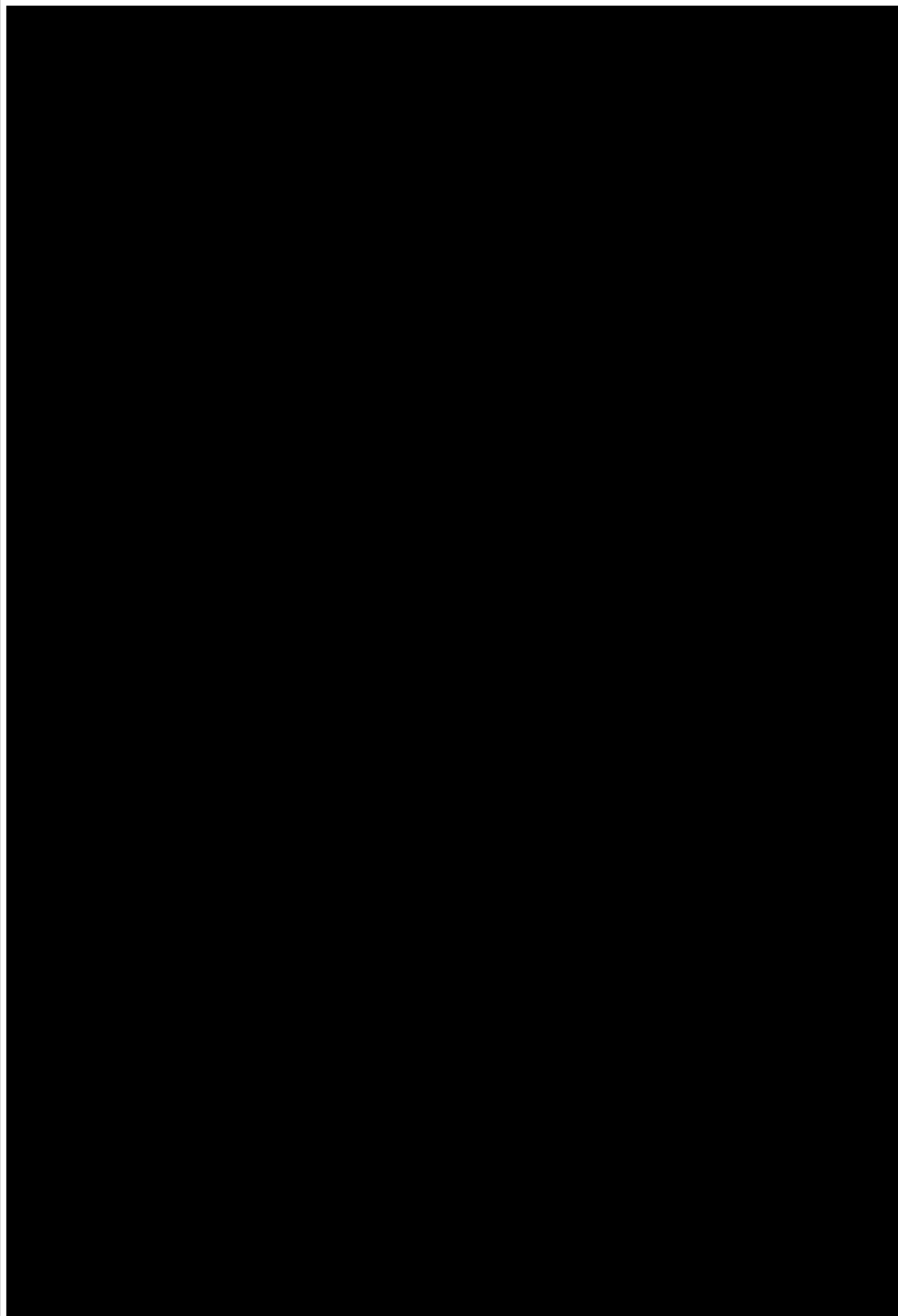
MR. LYNCHARD: Yeah.

MR. CALKINS: All those in favor --

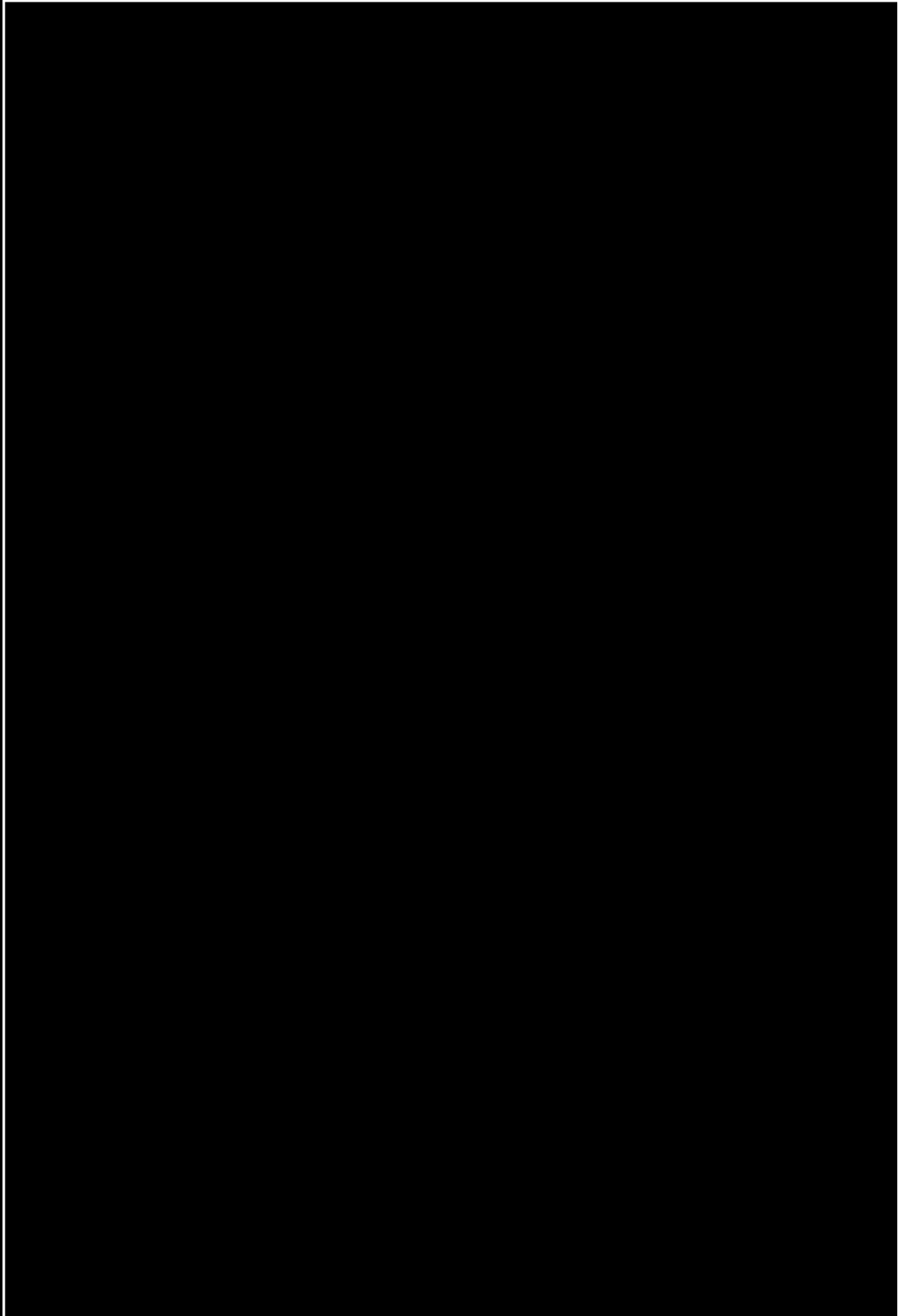
MR. MILLER: More discussion? Okay. So,



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1 MR. DESANTIS: And I would like to go to
2 vote on it because you know what --

3 MR. LYNCHARD: I agree.

4 MR. CALKINS: All those in favor -- all
5 those in favor say "Aye"?

6 MR. DESANTIS: Aye.

7 MR. LYNCHARD: Aye.

8 MS. GUNNOE: Aye.

9 MR. MAYER: Aye.

10 MR. CALKINS: Any opposed?

11 (NO AUDIBLE RESPONSE.)

12 MR. MILLER: I am going to vote nay on
13 that.

14 MR. GOULET: I am going to vote nay on it,
15 also.

16 MR. CALKINS: Okay. We have two opposed
17 and --

18 MR. MAYER: Well, you had better do a
19 count.

20 MR. CALKINS: And motion --

21 MS. GUNNOE: Do a count.

22 MR. MAYER: What's the count?

23 MR. CALKINS: Okay. All those in favor,
24 raise your hand and say "Aye."

25 MR. DESANTIS: Aye.

1 MR. LYNCHARD: Aye.

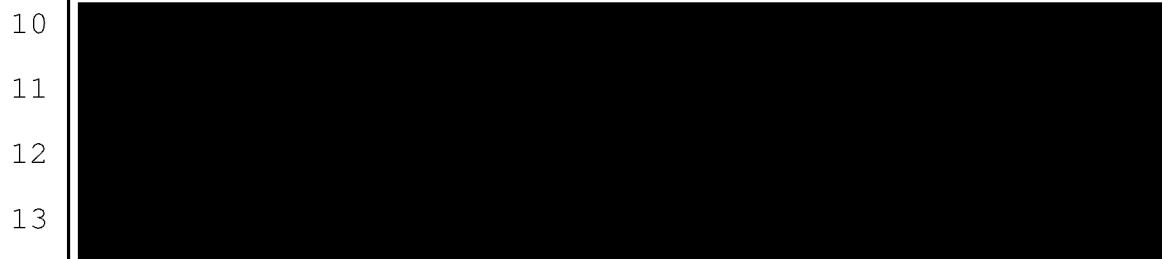
2 MS. GUNNOE: Aye.

3 MR. MAYER: Aye.

4 MR. CALKINS: Okay. Motion passes with
5 four yeas. All those opposed, spread your hand?

6 (HANDS RAISED BY DIRECTORS GOULET AND MILLER.)

7 MR. CALKINS: Two nays by Will Goulet and
8 Mark Miller. Motion passes. We will now move to the
9 next --



14 MR. CALKINS: You can -- I don't see a
15 problem with --

16 MR. KILPATRICK: Okay.

17 MR. LYNCHARD: We are trying to give you
18 an out, man.

19 MR. KILPATRICK: I mean, I can help
20 myself, I mean, but --

21 MR. CALKINS: What we don't want is we
22 don't want a dog and pony show up there and you are up
23 there and it's -- you are very well-liked and we are very
24 unliked, the group.

25 And it's -- it's a way to help you out in

1 a way that you are not in the middle of all of this.
2 That's why I agree with the motion. Because this is a
3 big mess. And, you know, that's an issue that I just
4 think we need to get an independent on it.

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11 MR. GOULET: It does.

12 MR. LYNCHARD: Yeah. It does some.

13 MR. GOULET: It does.

14 MR. DESANTIS: Is there any --

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1 Geo, James.

2 What would it take for you guys to just
3 drop everything and then just let's move on to what you
4 actually wanted to get appointed and elected to do? And
5 that's to better this community by the Water Department.

6 Okay. So -- so whatever is going on, I
7 mean, I think that if we just all can -- I mean, we are
8 all individuals so we are all going to disagree on
9 different things. But we need to just kind of, you know,
10 be adults. And I am not saying -- I am not trying to
11 disrespect anybody.

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17 MR. DESANTIS: Counselor, Counselor --

18 MR. CALKINS: My turn. My turn.

19 MR. DESANTIS: Counselor, if I may say one
20 thing?

21 MR. CALKINS: No. No. I raised my hand
22 before.

23 MR. DESANTIS: I just want to say
24 something quick. One quick -- one quick thing.

25 Counselor, if I may, I would recommend

1 because the way the motions work and I have always used
2 something called the 24-rule. And all I am going to say
3 is what you just said, I would like to see you come back
4 and maybe approach people 24 hours from now when that
5 adrenaline comes down.

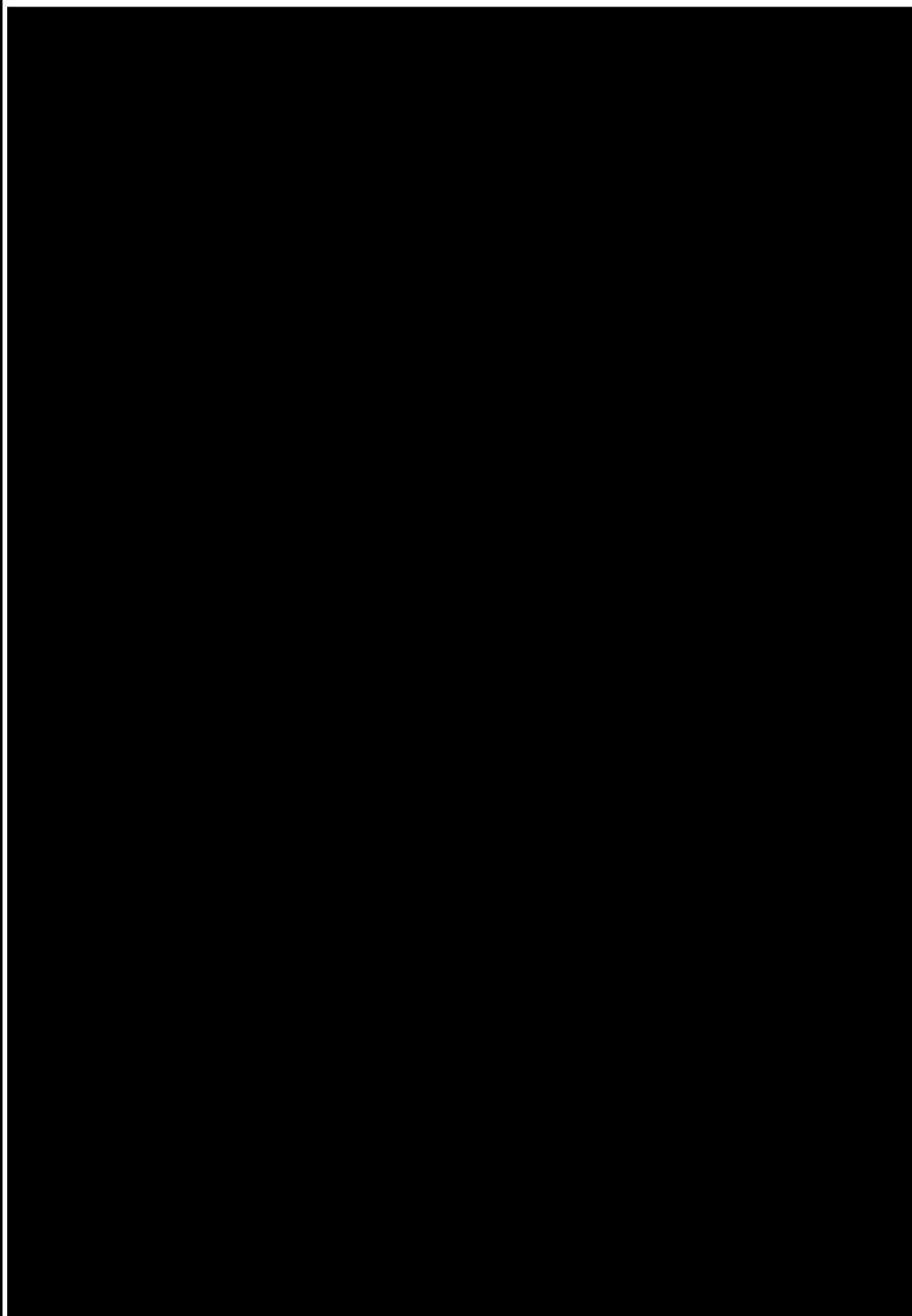
6 MR. LYNCHARD: No.

7 MR. CALKINS: Ricki --

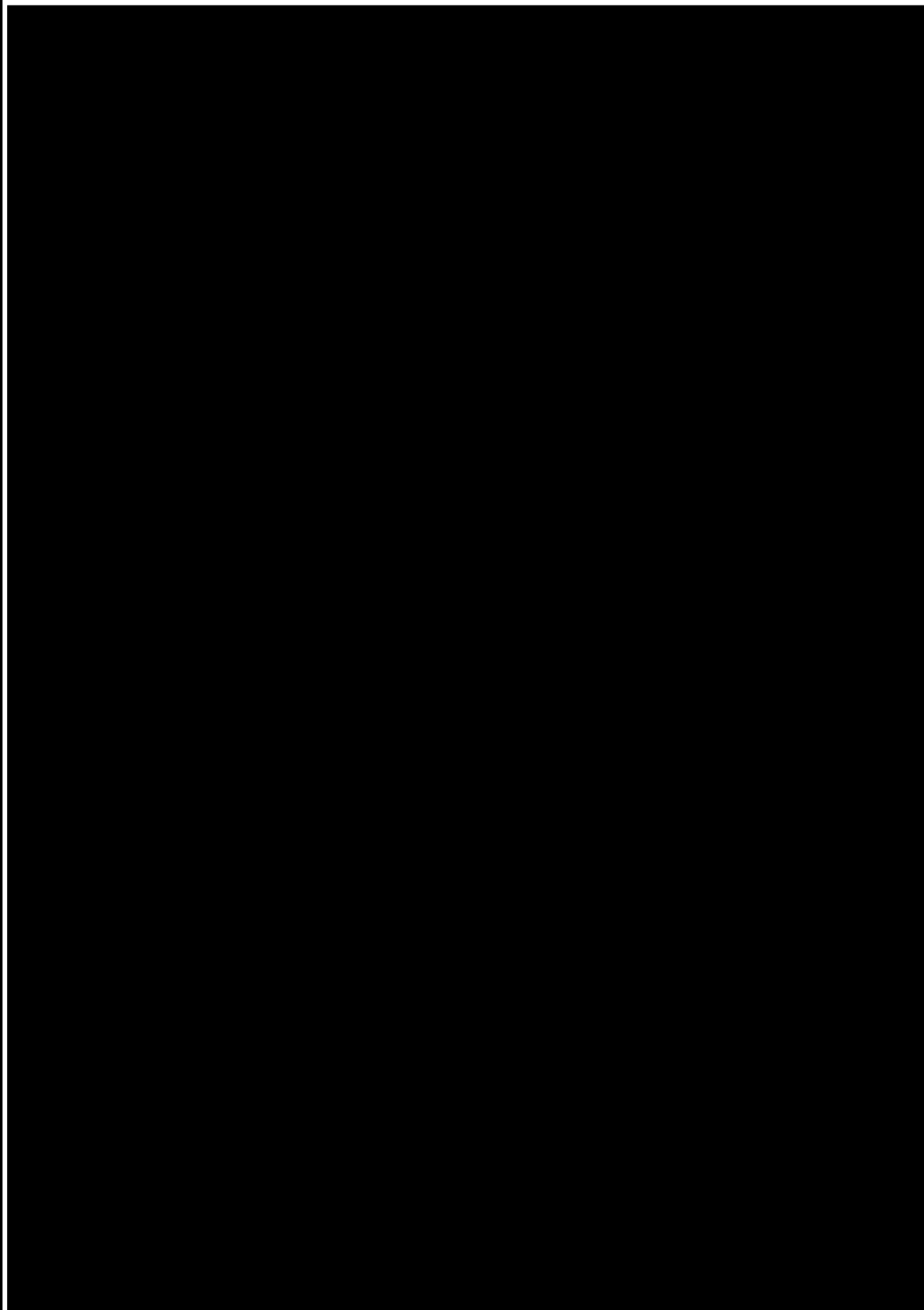
8 MR. DESANTIS: And I yield the floor. I
9 am done for this meeting.

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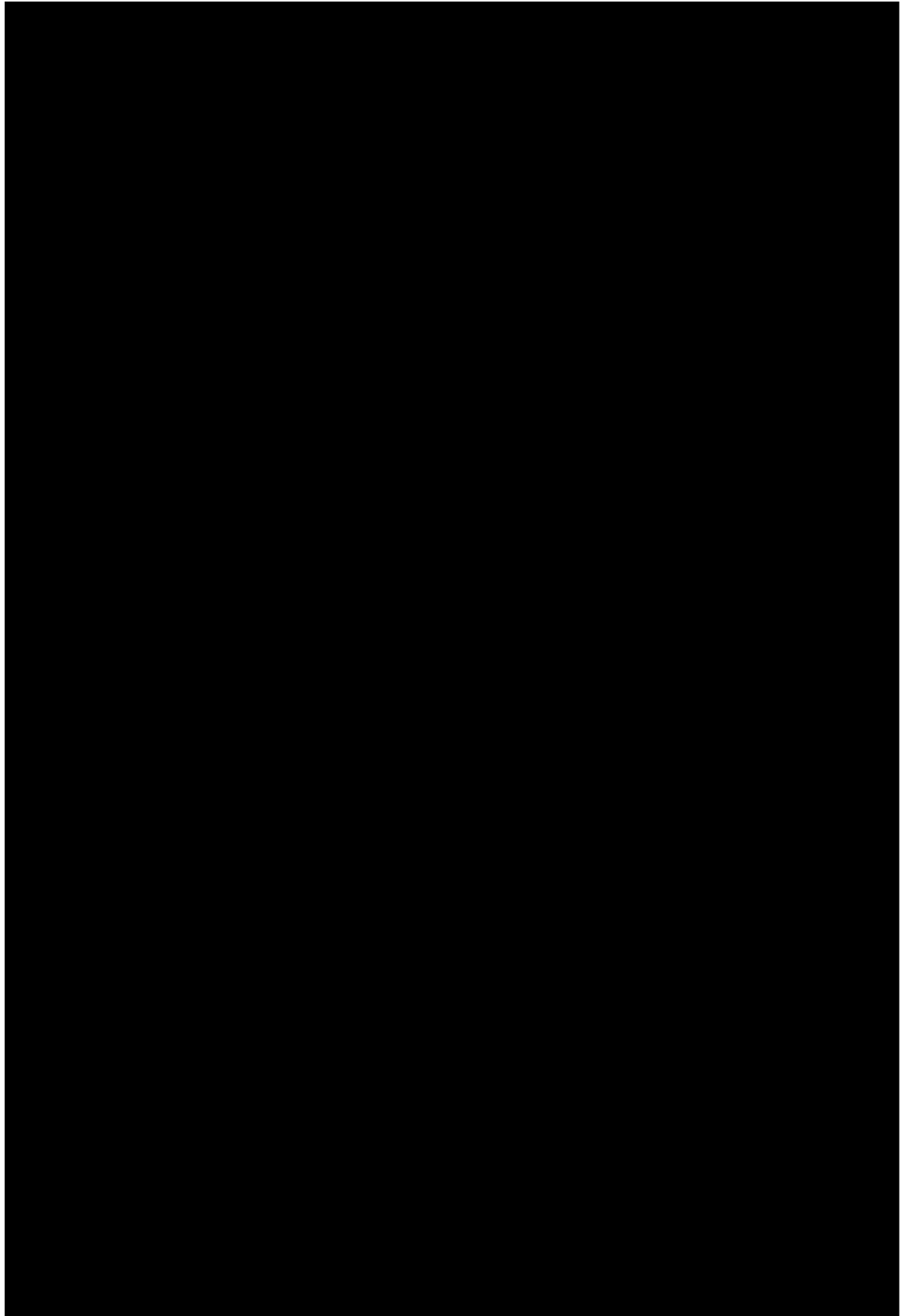
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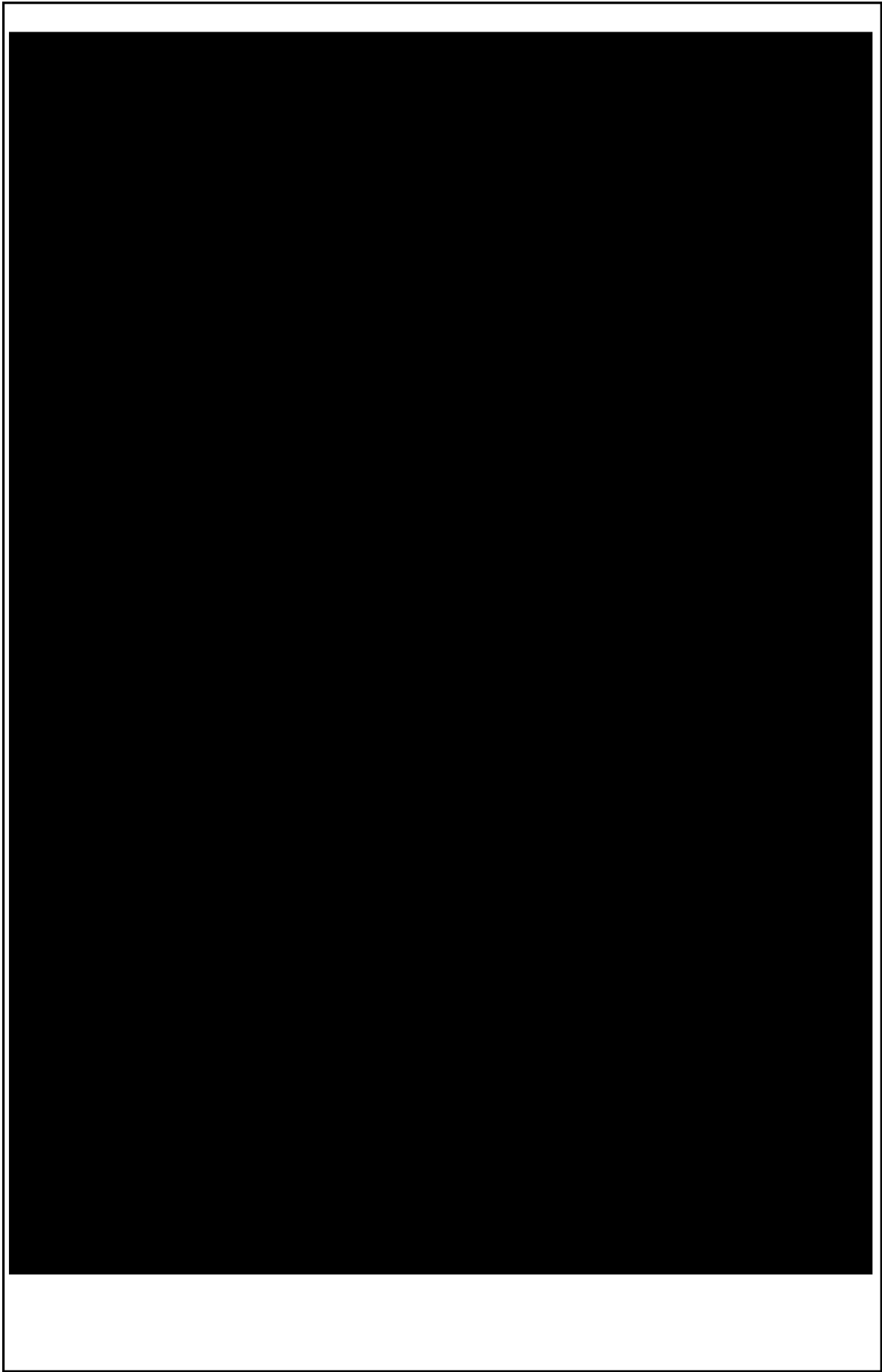
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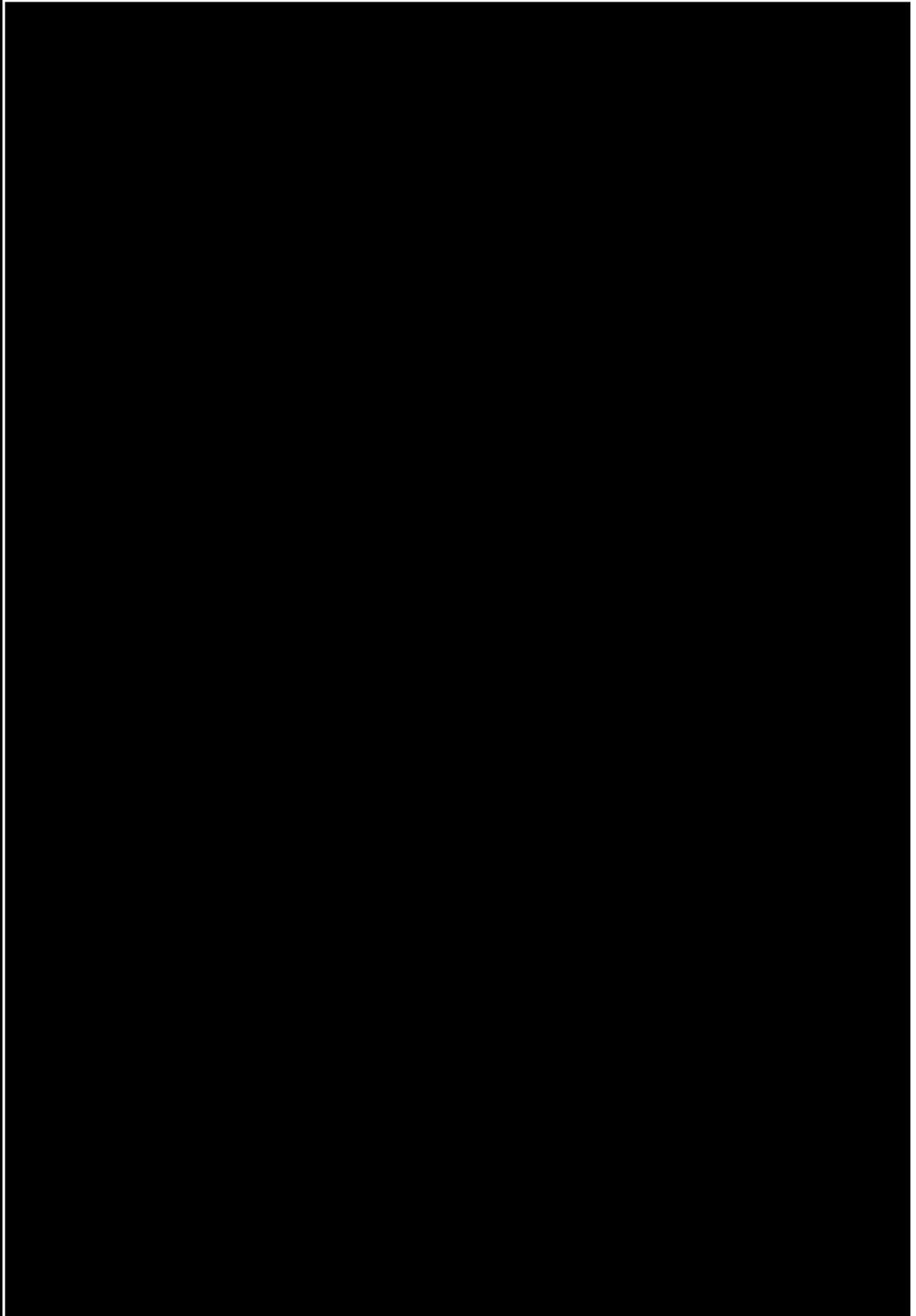
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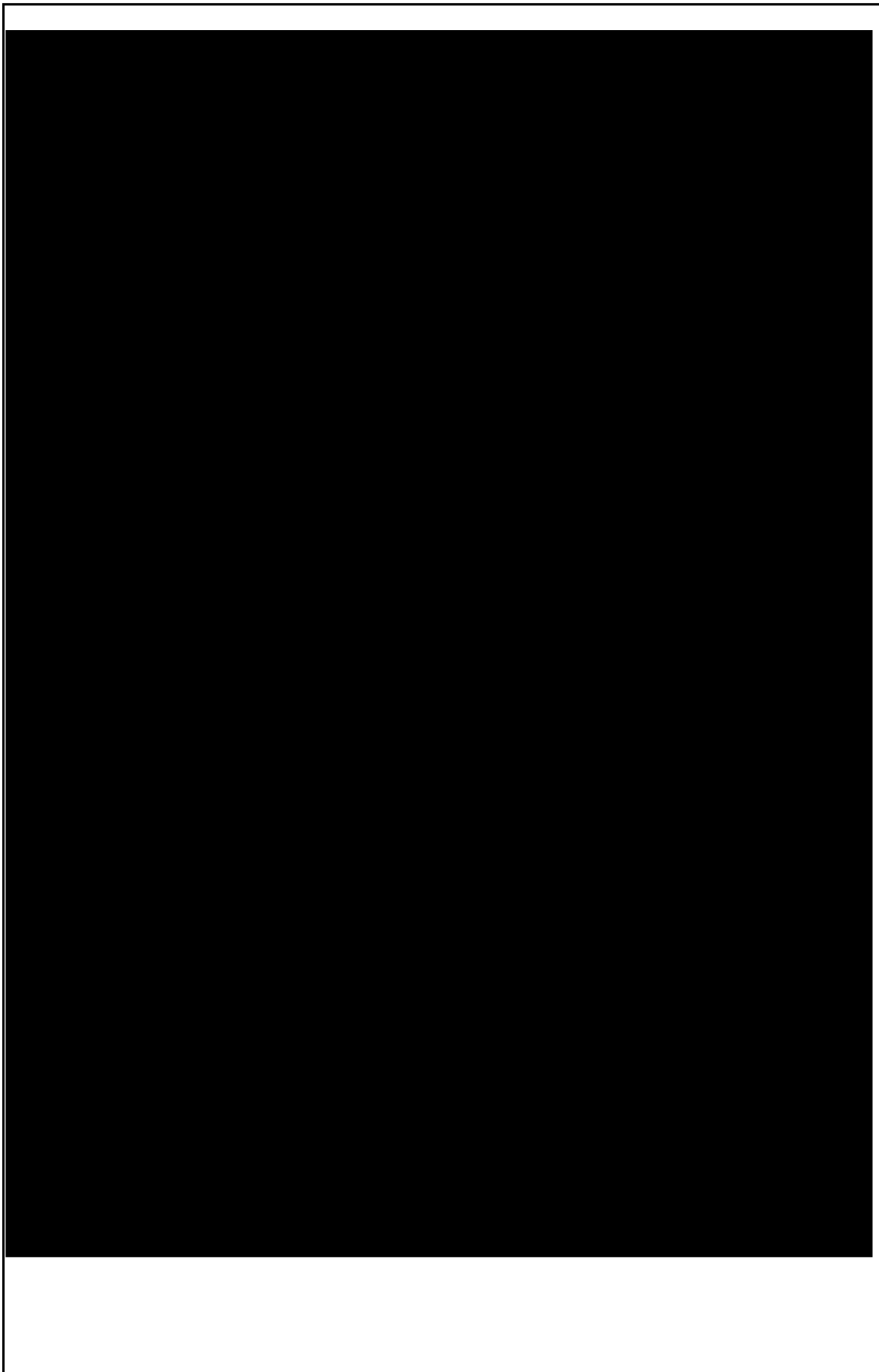
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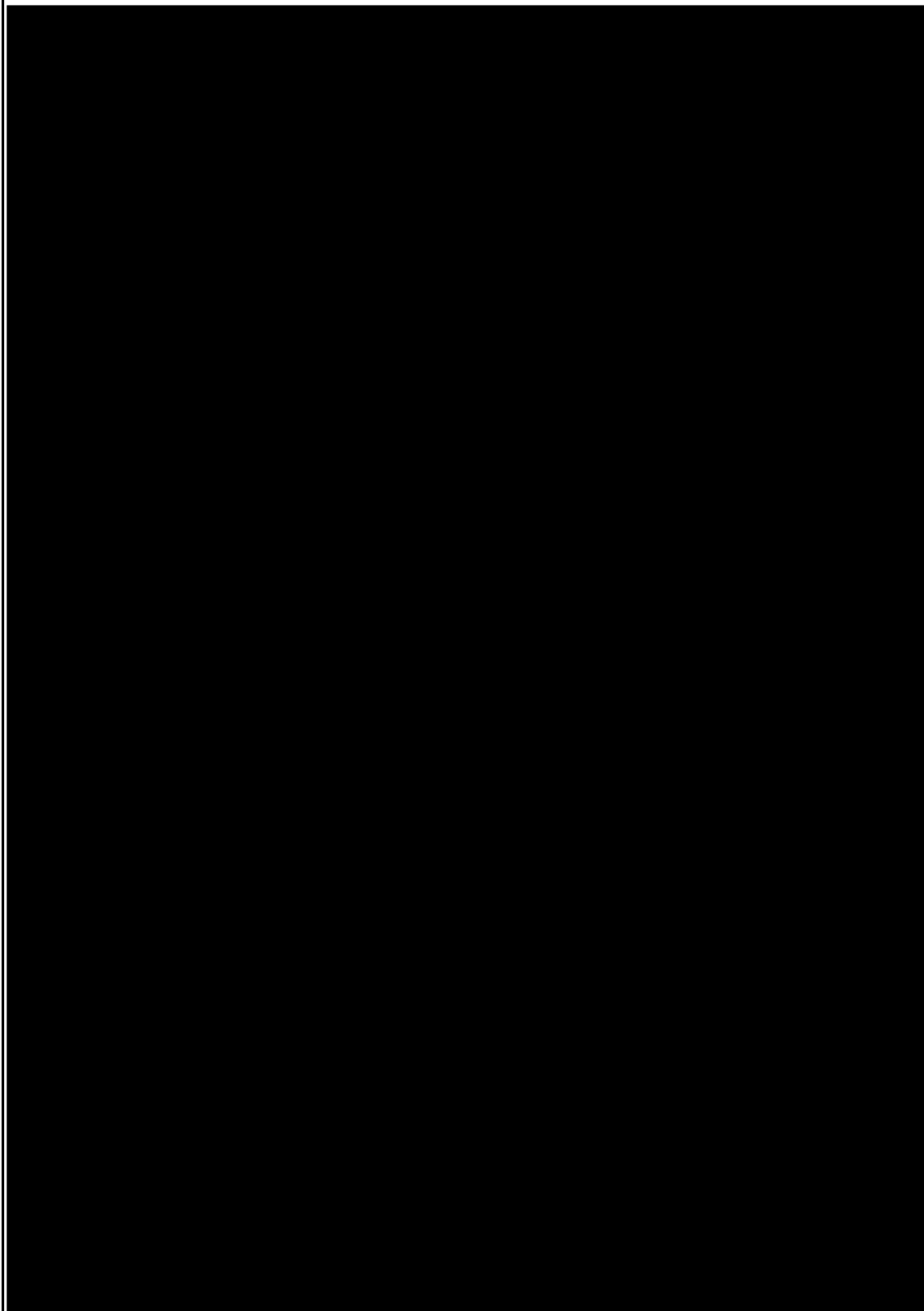
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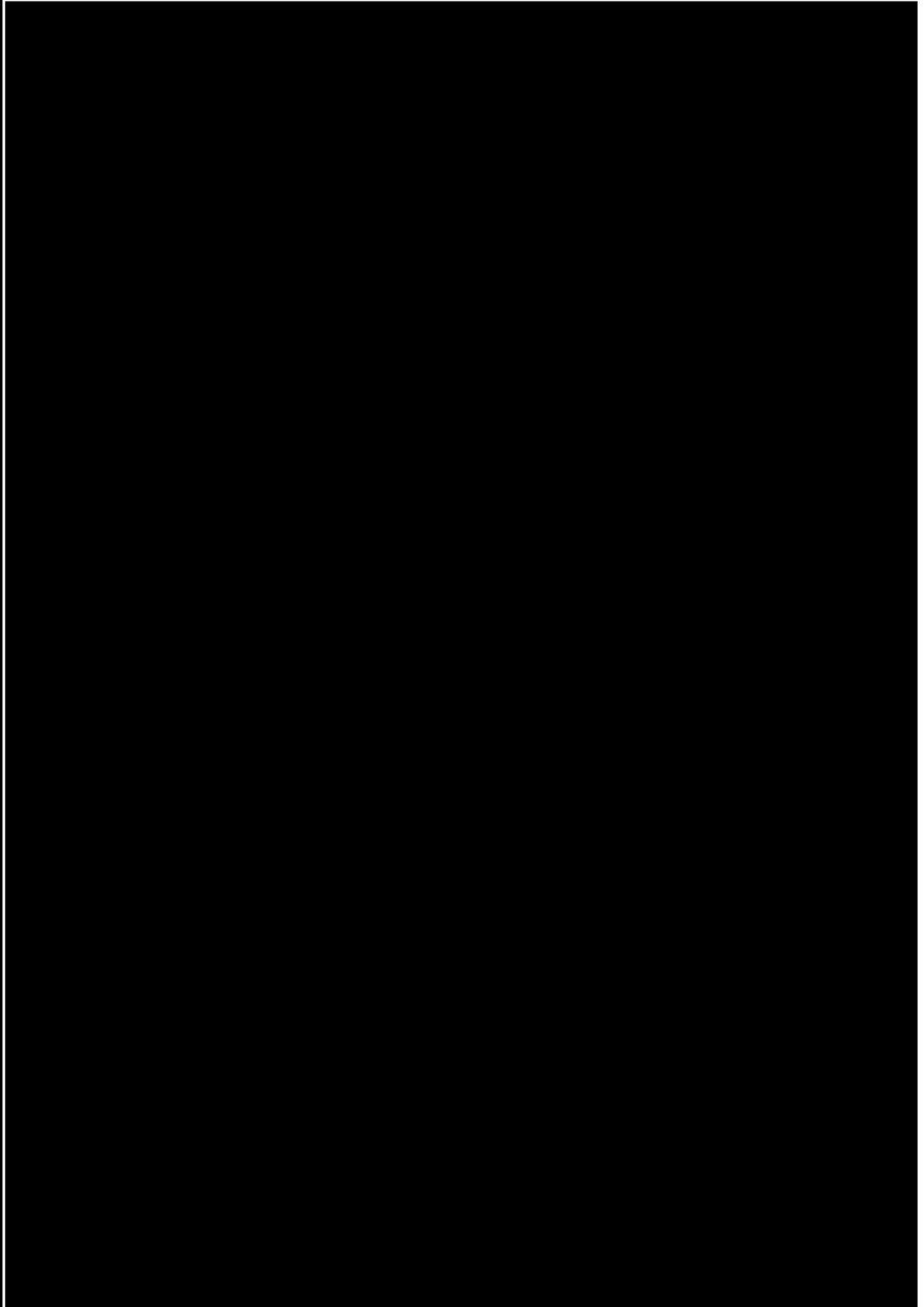
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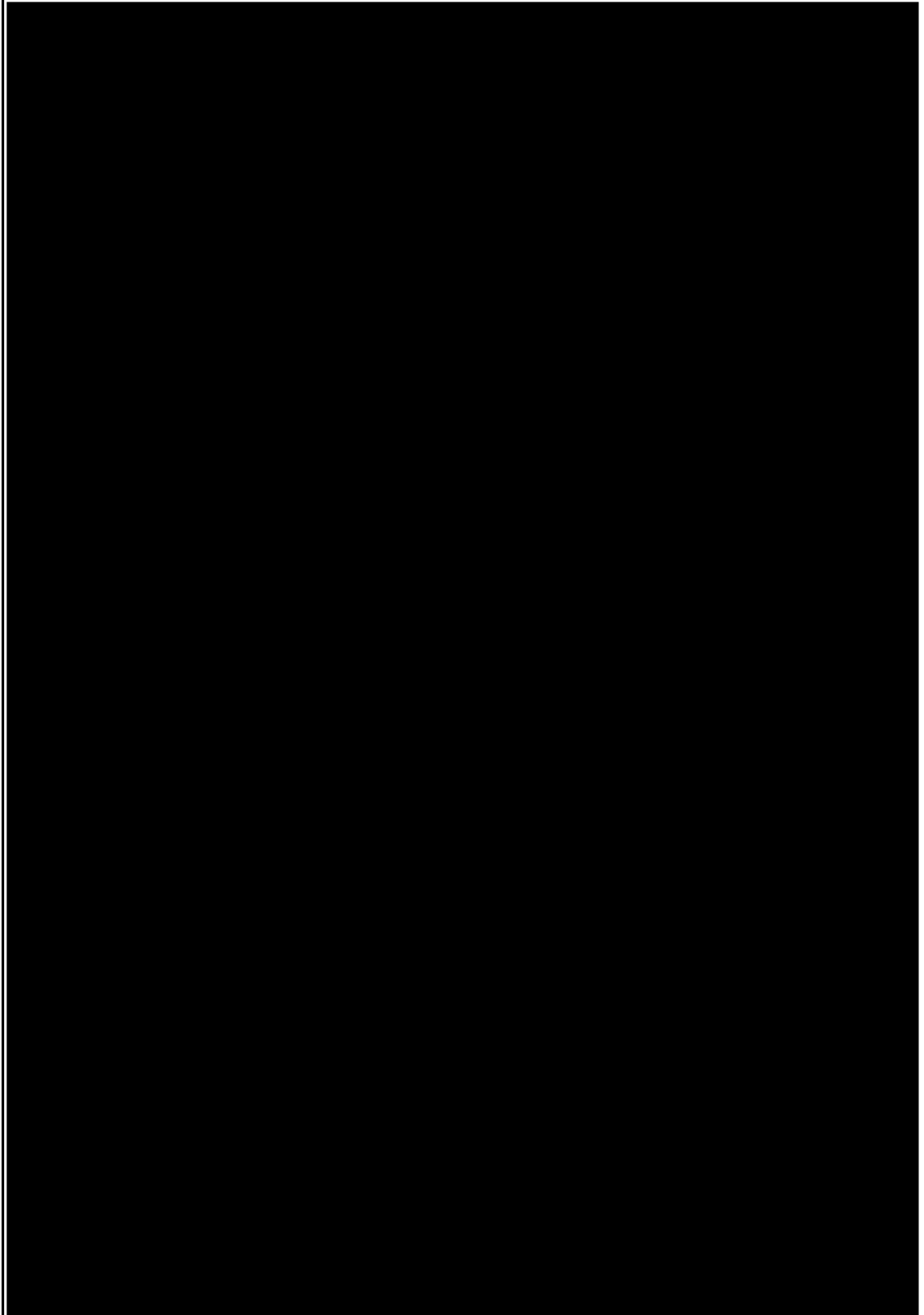
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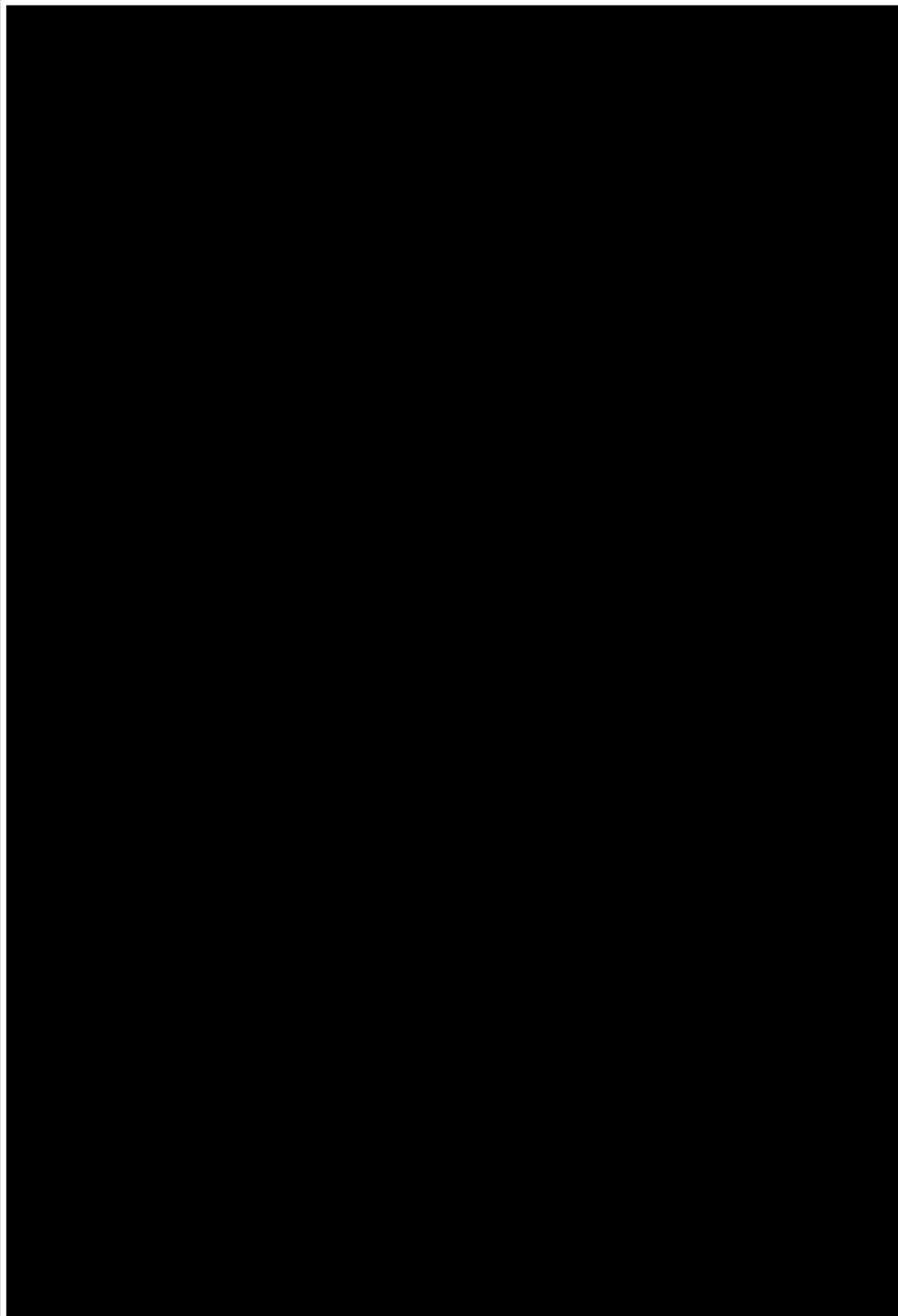
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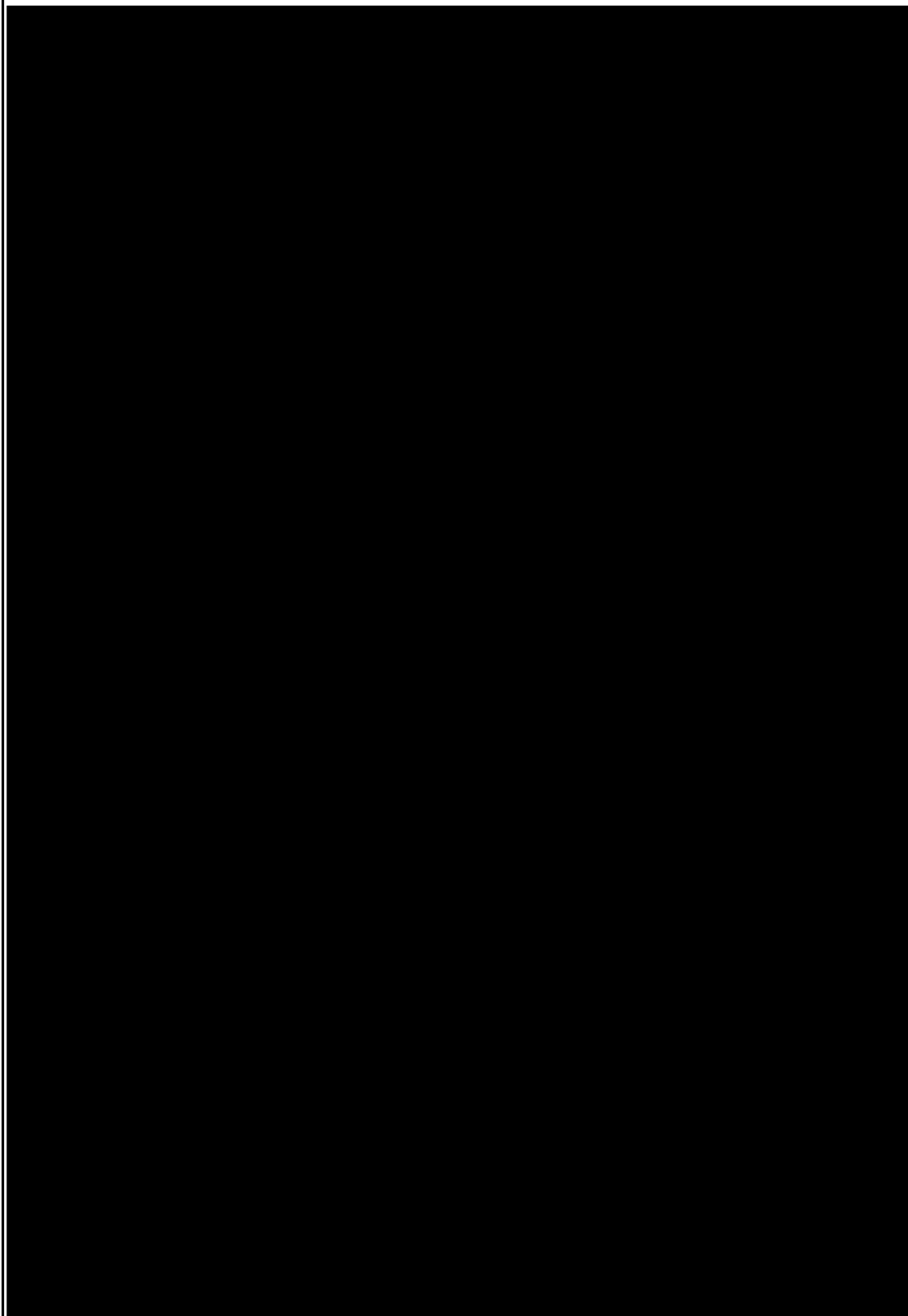
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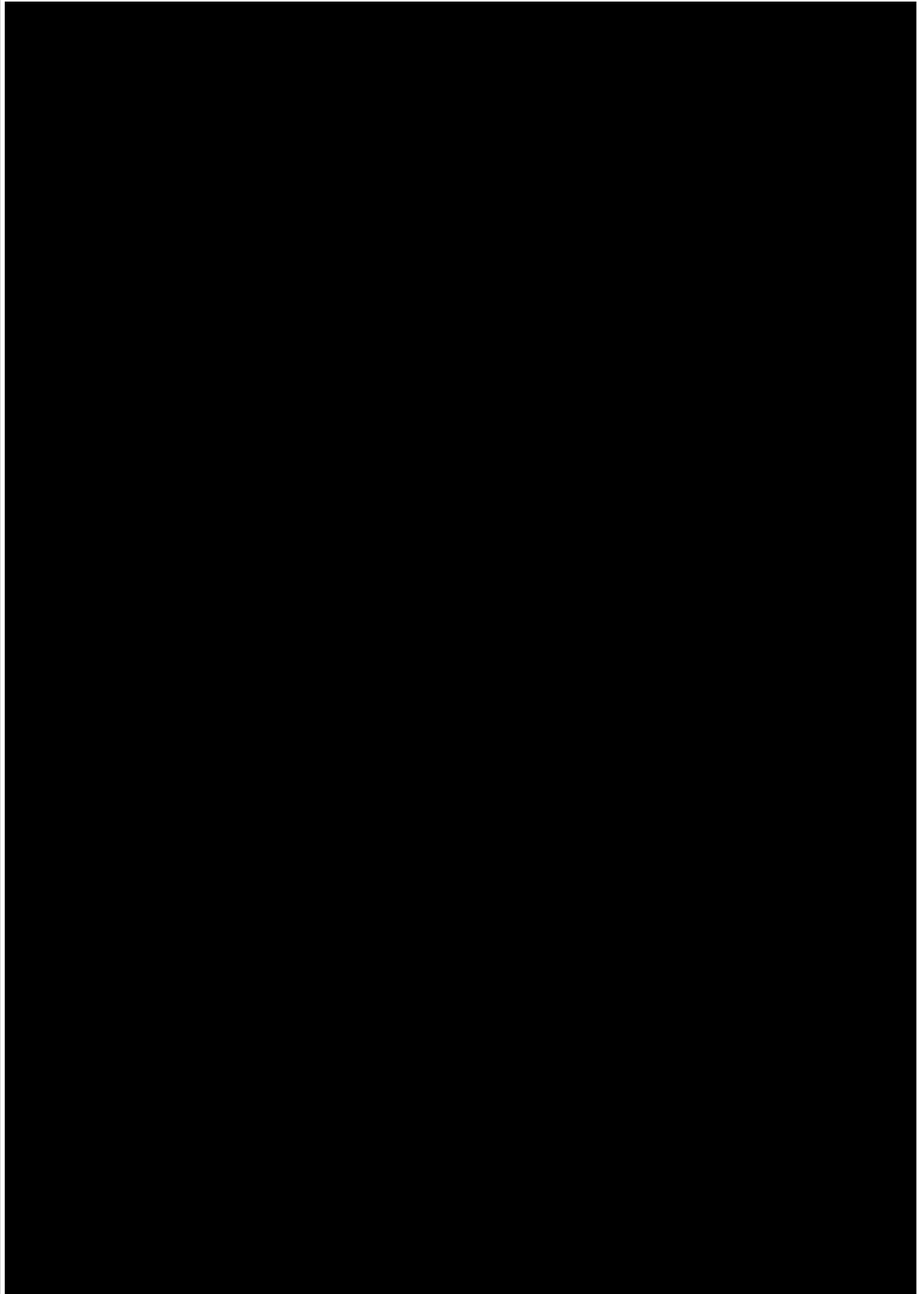
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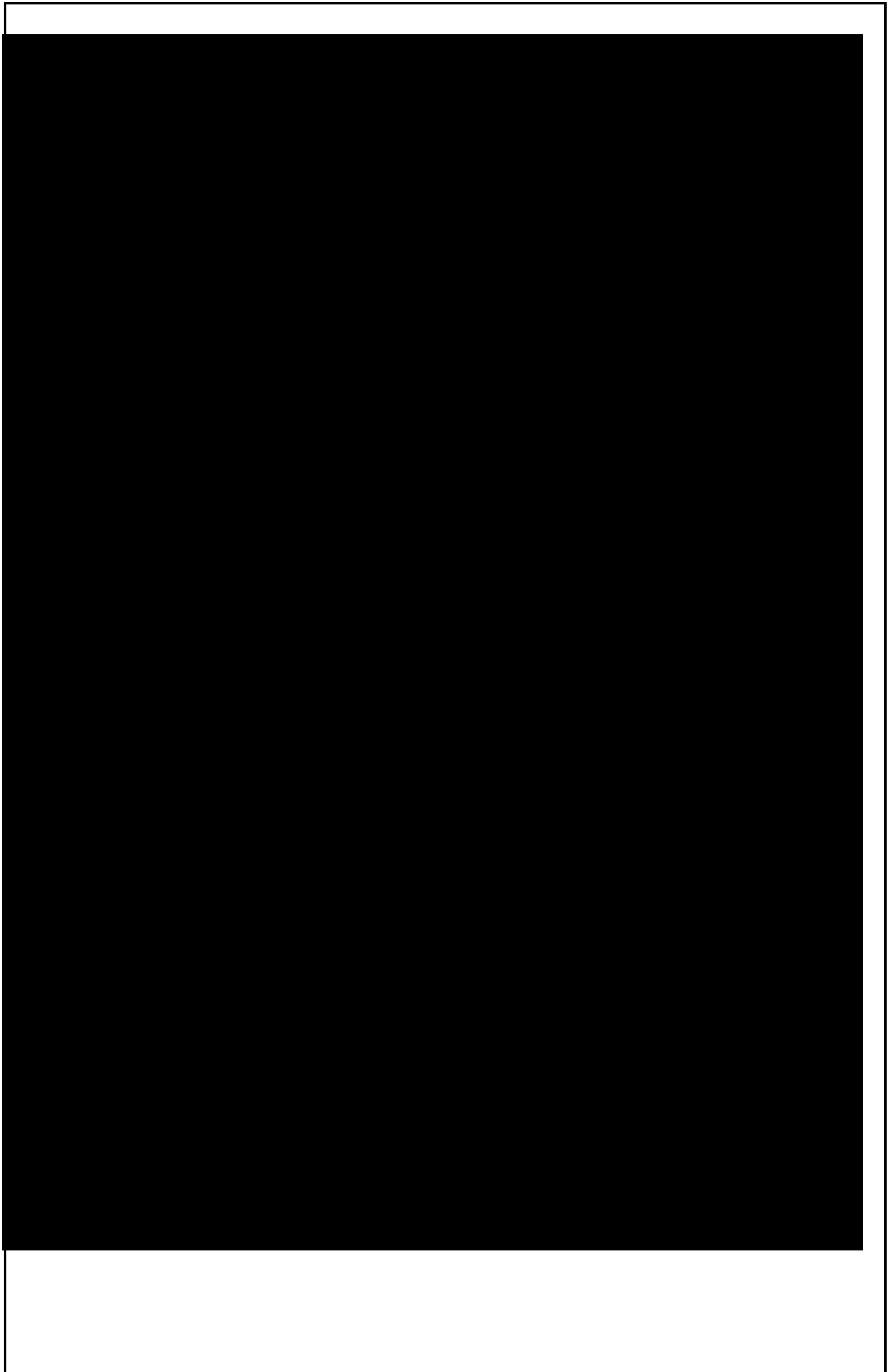
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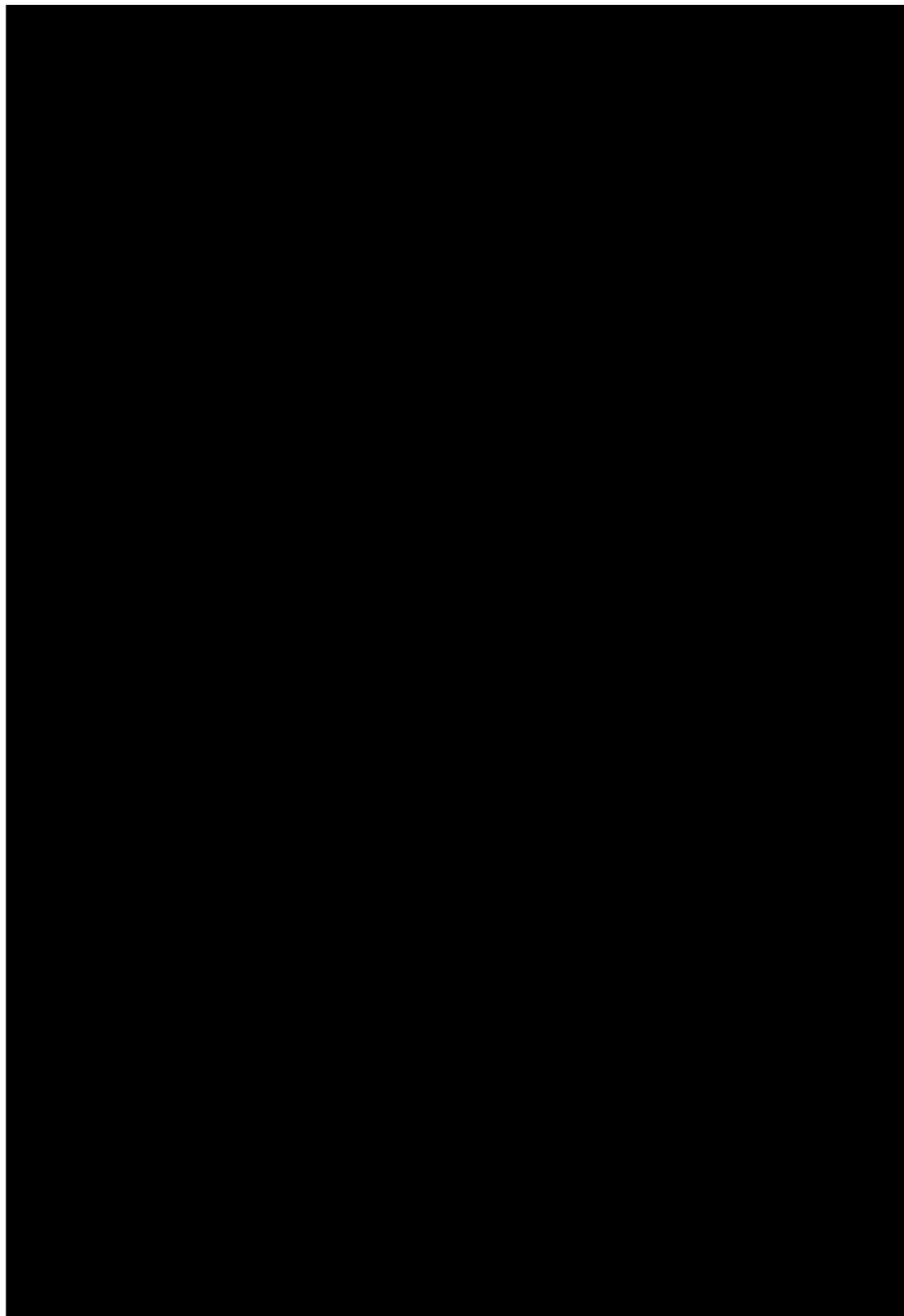
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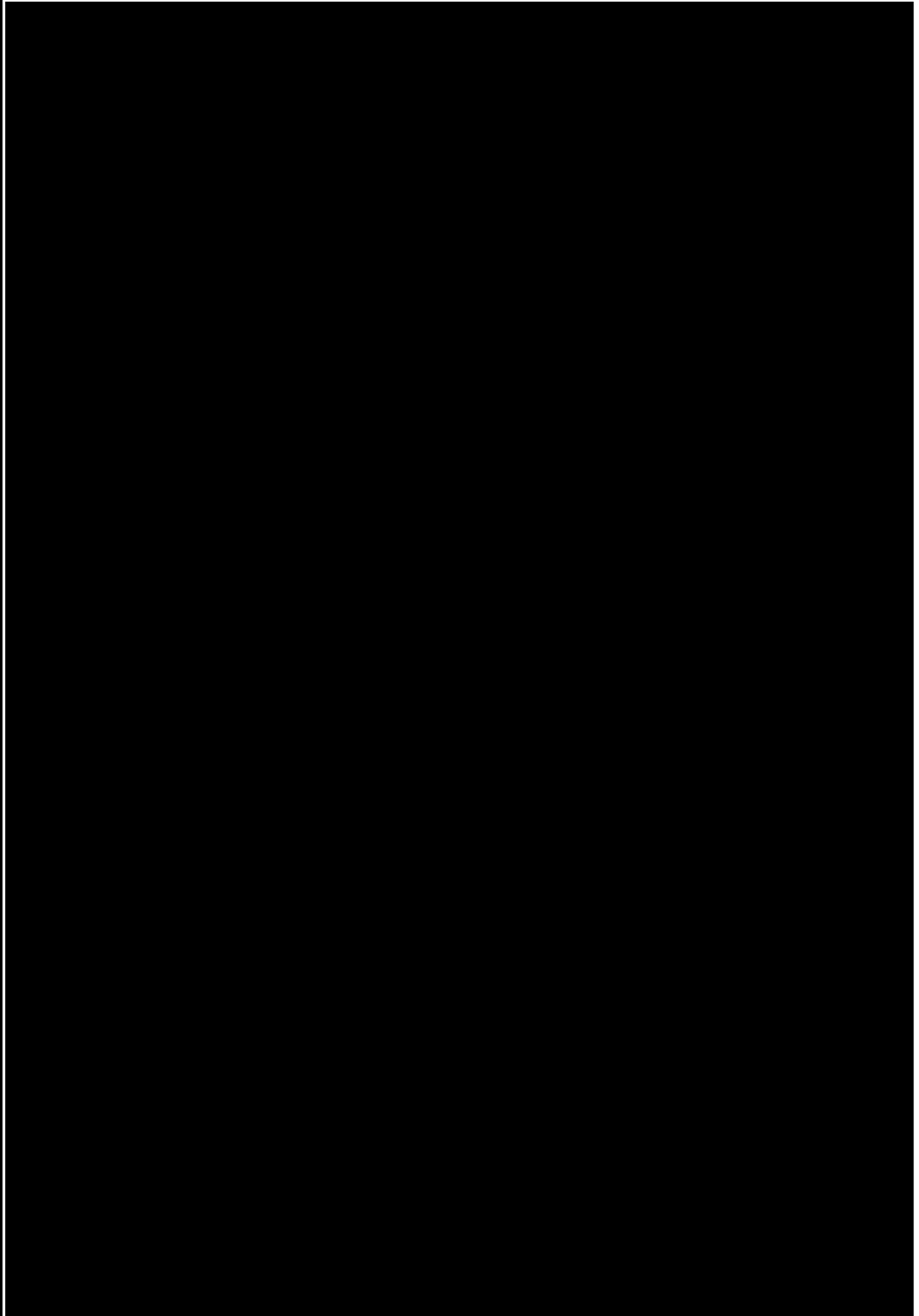
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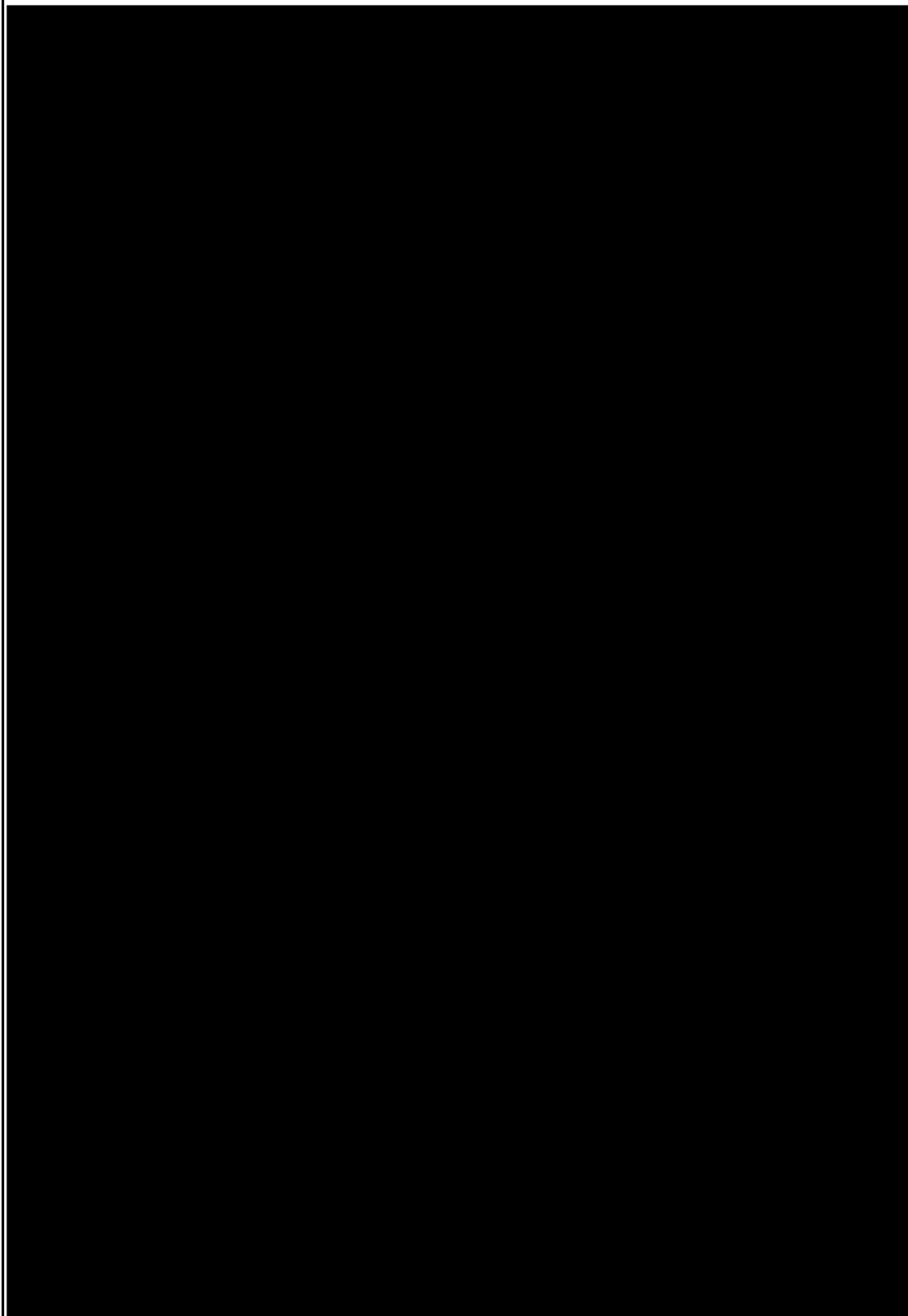
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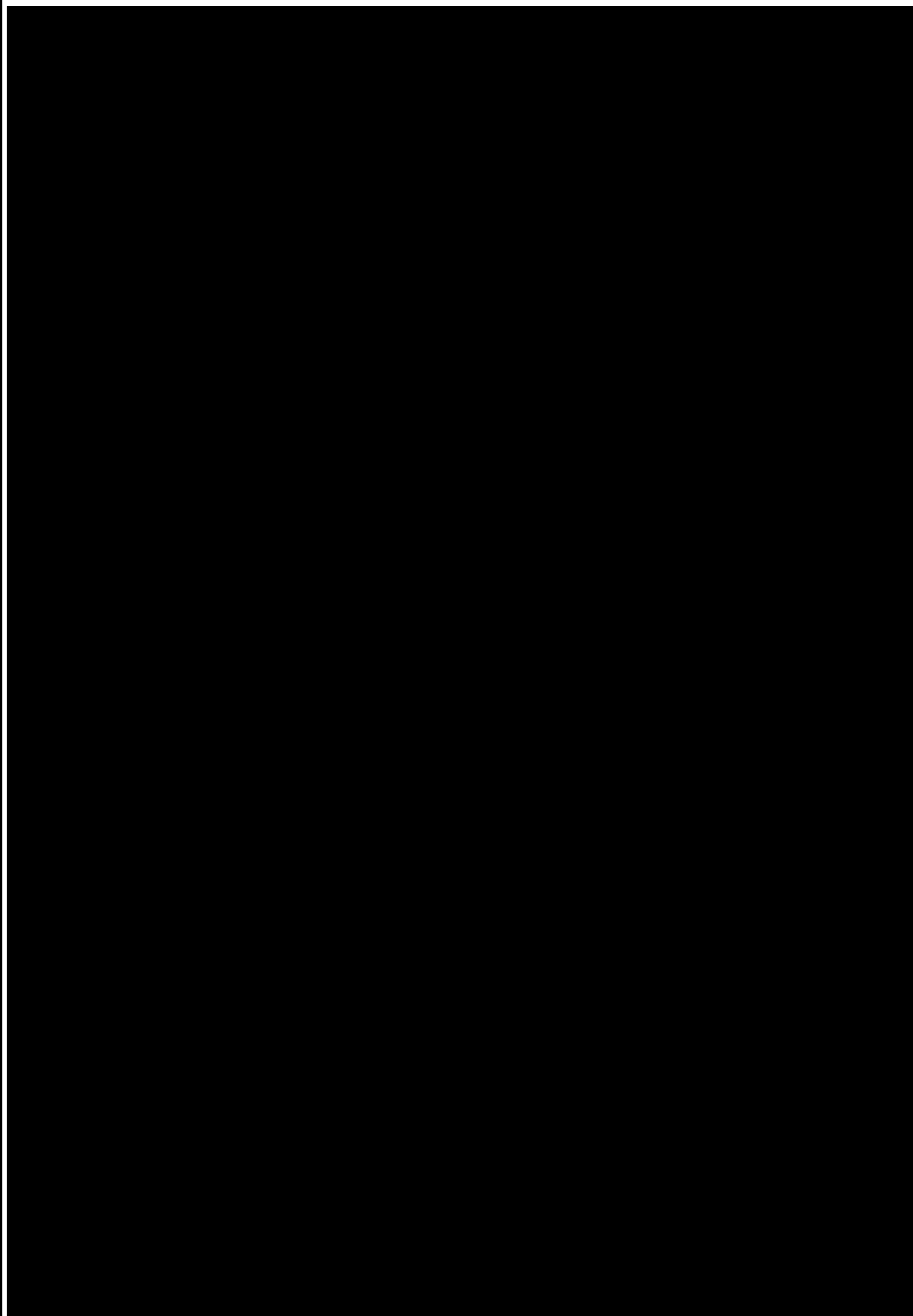
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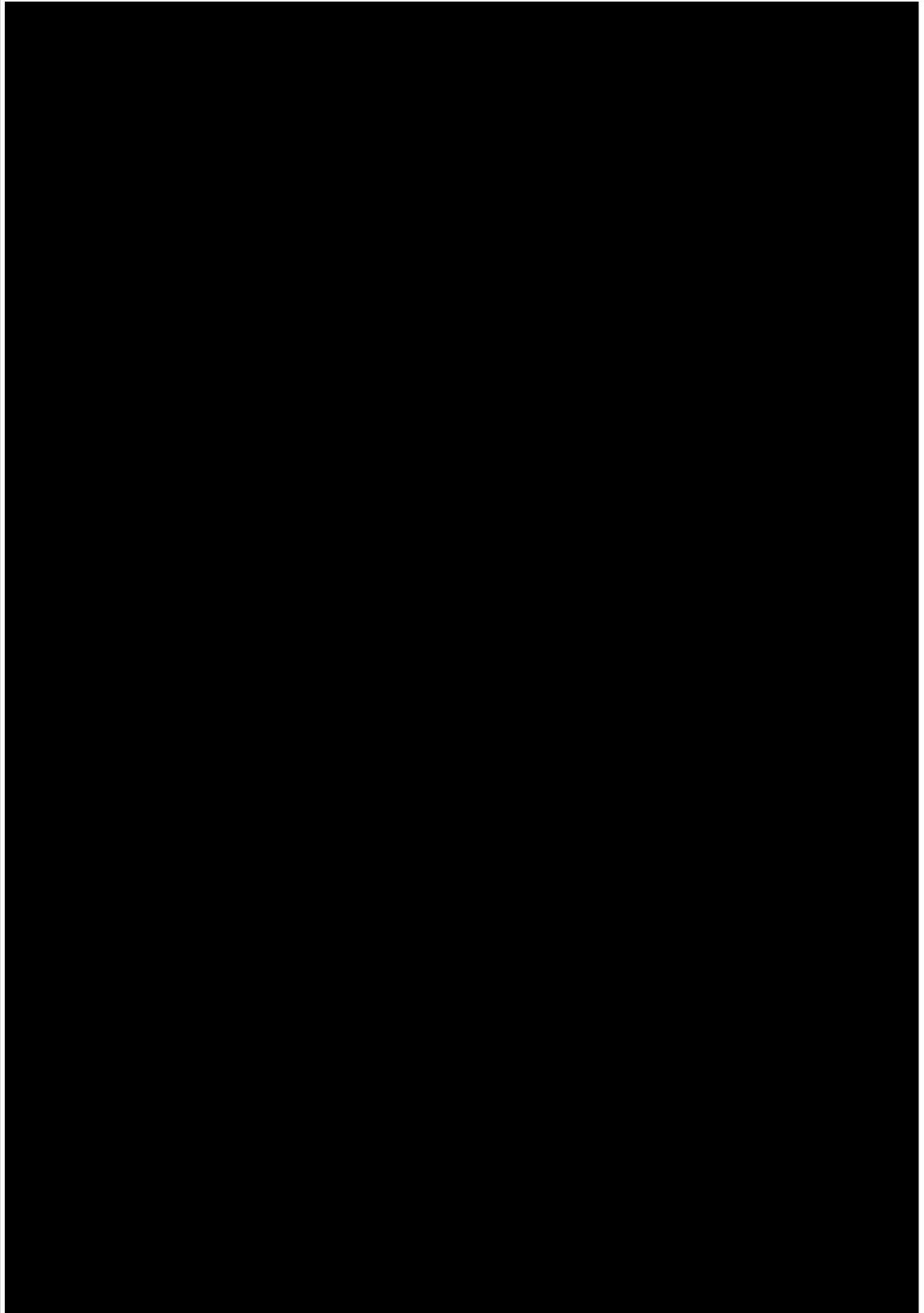
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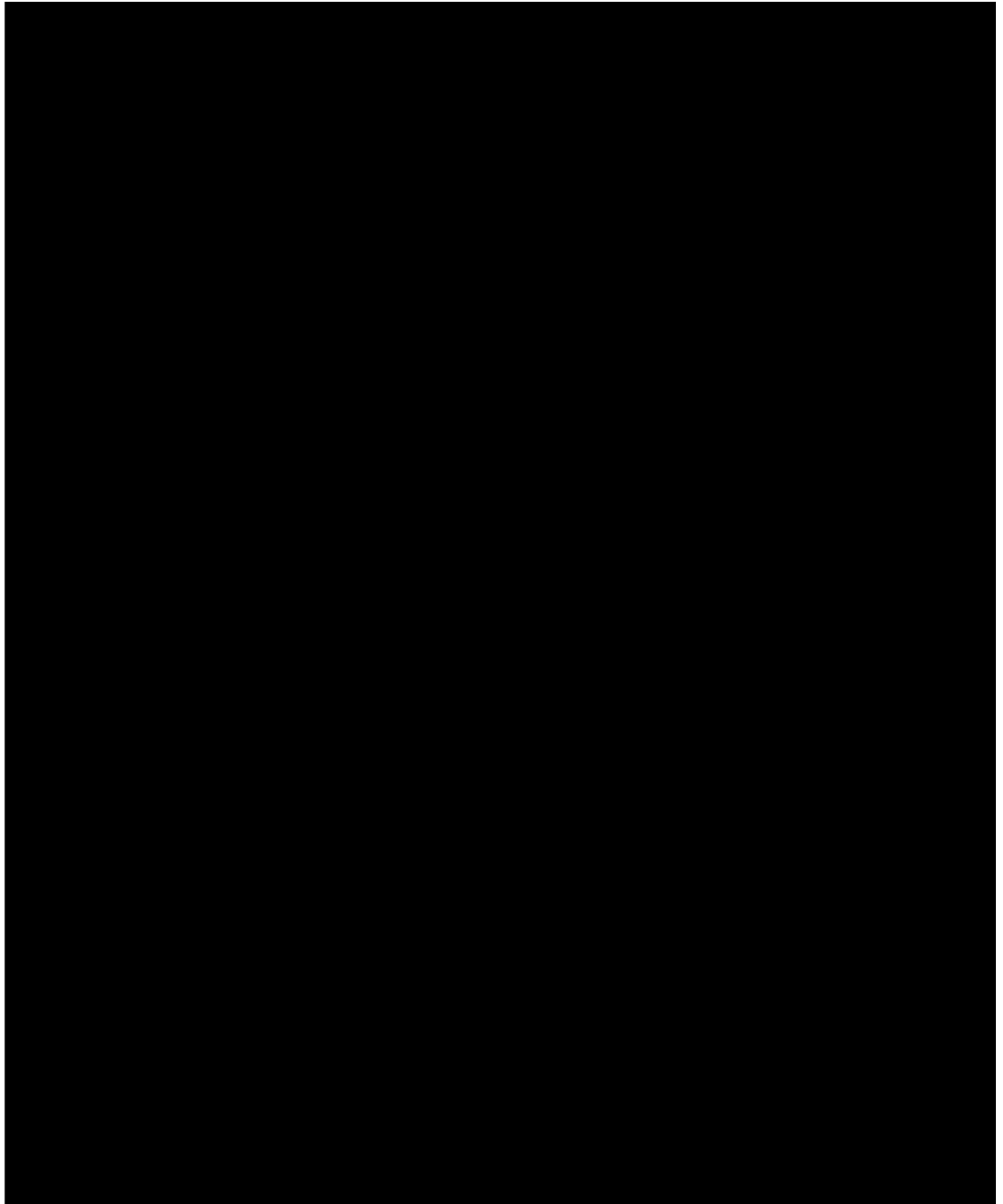
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WHEREUPON, THE SPECIAL MEETING OF THE HOLLEY NAVARRE
WATER SYSTEM ADJOURNED AT 4:59 P.M.

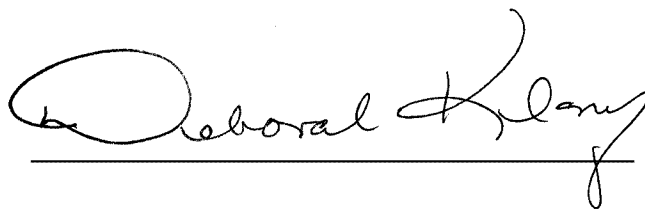
CERTIFICATE OF REPORTER

STATE OF FLORIDA

COUNTY OF SANTA ROSA

I, DEBORAH G. KHARUF, Court Reporter and Notary Public, State of Florida at Large, hereby certify that I was authorized to and did stenographically report the following Special Meeting of the Holley Navarre Water System and the transcript is a true record of said meeting. 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 attorney or counsel connected with the action; nor am I financially interested in this proceeding or its outcome.

Dated this 14th day of May, 2018.

A handwritten signature in cursive script, reading "Deborah G. Kharuf", is written over a horizontal line.

DEBORAH G. KHARUF

Court Reporter and Notary Public,
State of Florida at Large.

Commission number FF 221569

My commission expires July 6, 2019.