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HOLLEY-NAVARRE WATER SYSTEM, INC.

SPECIAL BOARD MEETING

MARCH 27, 2018

6:00 P.M. - 6:16 P.M.

PRESENT AT MEETING:

- JAMES CALKINS, PRESIDENT
- WILL GOULET, VICE PRESIDENT
- DARYL LYNCHARD, DIRECTOR
- RICKI DESANTIS, DIRECTOR
- MARK MILLER, DIRECTOR
- DOUG LARSON, SECRETARY-TREASURER
- BARBARA CARAWAN, OFFICE MANAGER
- PAUL GARDNER, GM, HNWS
- JIM MORGAN, GM CLUB AT HIDDEN CREEK
- TORIN BRAND, HNWS IT
- JENNIFER TWEEDY, HNWS
- AMBER BUCKHOLTZ, HNWS

ALSO PRESENT:

- KEITH KILPATRICK, ESQUIRE
- DEBORAH KHARUF, COURT REPORTER
- SANDI KEMP, NAVARRE PRESS
- ROMI WHITE, SOUTH SANTA ROSA NEWS
- DEBBIE GUNNOE, GEO MAYER, BO BOWDEN,
- HEATHER SCRUGGS, DANIEL SCRUGGS

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

2 MR. CALKINS: Okay. Before we begin the
3 meeting, I would like to take this opportunity to address
4 the Board and public.

5 On March 19th, I adjourned the Board
6 meeting early, and I realize that by adjourning the
7 meeting early was not the best way to handle the
8 situation.

9 I do acknowledge and would like to
10 sincerely apologize to fellow Board members and the
11 public. As President, I should listen and respect the
12 rest of the Board.

13 All of the Board, including Will Goulet,
14 Ricki Desantis, Mark Miller, and Daryl Lynchard are
15 smart, committed, and honorable people who are trying
16 their best to make this community -- company operate in
17 accordance with what is good.

18 I am determined to erase any negative
19 impression so we can all work together as a team. I am
20 honored to be president and I would like to encourage all
21 my fellow Board members to move forward and to work
22 together for the best of Holley Navarre Water System and
23 its members.

24 Now, let's begin the meeting and vote for
25 the two qualified candidates to fill in the vacant

1 positions on the Board.

2 I call this Special meeting in order. I
3 will announce the notice of the Special meeting. We will
4 go to prayer. Mr. Ricki Desantis?

5 (INVOCATION GIVEN BY DIRECTOR DESANTIS.)

6 MR. CALKINS: And I would like to ask our
7 General Manager, Paul Gardner, to lead us in the pledge.

8 (PLEDGE OF ALLEGIANCE.)

9 MR. CALKINS: Okay. I would like to ask
10 our Secretary, Secretary Larson, is there a quorum
11 present?

12 MR. LARSON: You do have a quorum.

13 MR. CALKINS: Thank you, Mr. Secretary.

14 I would like to announce all video, sound,
15 and other recording devices are in use. Please silence
16 all cell phones and electronic devices and I would like
17 to read the meeting notice.

18 After hearing from the HNWS Board and the
19 public, I am calling for a Special meeting to deal with
20 the appointment of qualified candidates to fill the Board
21 to a full seven member board only.

22 The meeting will be on Tuesday, March 27th
23 at 6:00 p.m. at the Holley Navarre Water System office at
24 8574 Turkey Bluff Road, Navarre, Florida, 32566.

25 As soon as the Board is filled and the

1 Special meeting is adjourned, we can start the Hidden
2 Creek Golf Course meeting.

3 Okay. I would like to suggest a proposal
4 for choosing the candidates. And I have gone to a couple
5 of the Board members on a proposal. Basically, what we
6 would do is we would hand each Board member a ballot and
7 it has their name on it, like this.

8 And on the ballot, it says, Number One,
9 you can only vote for two different candidates.

10 Number Two, each ballot must have two
11 votes.

12 Number Three, any ballot that has more
13 than two votes or just one vote for a candidate or votes
14 twice for the same person will be thrown out.

15 I would like to ask the Board if this
16 procedure is okay, if they have any suggestions, or if
17 the public would like to have any suggestions?

18 Any suggestions from the Board?

19 Mr. Desantis?

20 MR. DESANTIS: No. I just have a
21 question. The document that has four names on it -- is
22 that -- are we to use that document? And do we cast our
23 vote on that document by circling one of those names? Or
24 do we write them on this document?

25 MR. CALKINS: Basically, you just write it

1 on your ballot. You write the names of the -- to only
2 two people you can choose on that ballot.

3 MR. DESANTIS: Thank you. And these are
4 to select from.

5 MR. CALKINS: Okay. Does everybody agree
6 with this current procedure and --

7 MR. MILLER: I would like to make a motion
8 to approve that procedure.

9 MR. LYNCHARD: I will second it.

10 MR. CALKINS: Okay. We have a motion and
11 a second. Any more discussion?

12 MR. GOULET: All right. So we are not
13 circling the names on here?

14 MR. CALKINS: No.

15 MR. GOULET: We are transferring the names
16 onto here?

17 MR. CALKINS: Yes.

18 MR. GOULET: Okay.

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

21 MR. LYNCHARD: Aye.

22 MR. GOULET: Aye.

23 MR. MILLER: Aye.

24 MR. DESANTIS: Aye.

25 MR. CALKINS: Aye.

1 One more question is -- and this has got
2 to be decided by the Board whether we release the names
3 and the -- and who voted for who to the public.

4 Do -- is there any discussion on whether
5 to keep it secret or to keep it public?

6 MR. LYNCHARD: I think it's --

7 MR. DESANTIS: I prefer transparency.

8 MR. LYNCHARD: Yeah. It's fine.

9 MR. CALKINS: Public? Okay. So do you
10 have a motion to make it public?

11 MR. DESANTIS: I would like to make a
12 motion that this ballot that we cast as a Board be
13 transparent, open to the public, providing them with the
14 results.

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

17 MR. LYNCHARD: I will second it.

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

20 (NO AUDIBLE RESPONSE.)

21 MR. CALKINS: All those in favor say
22 "Aye"?

23 MR. LYNCHARD: Aye.

24 MR. GOULET: Aye.

25 MR. MILLER: Aye.

1 MR. DESANTIS: Aye.

2 MR. CALKINS: Aye.

3 Any opposed?

4 (NO AUDIBLE RESPONSE.)

5 MR. CALKINS: Motion passes.

6 Okay. You may now fill out your ballots.

7 And when the ballots are filled out, you
8 can hand them to Ms. Jennifer Tweedy and then she can
9 also then tally them up, give them to Barb, and then Barb
10 can -- we will have a couple people counting them.

11 MR. MILLER: Do I get a "I voted,"
12 sticker?

13 MR. CALKINS: We will be distributing
14 those after the meeting.

15 (BALLOTS ARE HANDED OUT AND SUBSEQUENTLY
16 COLLECTED TO BE TALLIED.)

17 MR. CALKINS: Okay. Is everybody ready
18 for me to announce the results?

19 MR. LYNCHARD: Yes. We are waiting on
20 you, boss.

21 MR. CALKINS: Okay. All right. I am
22 going to now announce the results.

23 And the results are Deborah Gunnoe got
24 three votes.

25 Heather Scruggs got two votes.

1 Geo Mayer got four votes.

2 And Walter Bo Bowden got one vote.

3 The winners are Debbie A. Gunnoe and
4 Geo Mayer and I would like to congratulate them.

5 Thank you. And I would also like to seat
6 them. And you are now welcome to participate in all
7 Board -- but before that, I have to have a motion to
8 approve these candidates.

9 MR. LYNCHARD: I make a motion to
10 approve the candidates --

11 MR. DESANTIS: I will second.

12 MR. CALKINS: So we have a motion and a --

13 MR. LYNCHARD: -- or to approve the
14 results.

15 MR. CALKINS: Okay. We have a motion and
16 a second. Any discussion?

17 (NO AUDIBLE RESPONSE.)

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

20 MR. LYNCHARD: Aye.

21 MR. GOULET: Aye.

22 MR. MILLER: Aye.

23 MR. DESANTIS: Aye.

24 MR. CALKINS: Aye.

25 Motion passes. Thank you, guys.

1 Congratulations. Okay. We are finished with the results
2 and --

3 MR. MILLER: You are going to read the
4 vote tally.

5 MR. CALKINS: Yes. Yeah. I will now read
6 had vote tally. William Goulet voted for Geo Mayer and
7 Heather Scruggs.

8 Ricki Desantis voted for Geo Mayer and
9 Debbie A. Gunnoe.

10 James Calkins voted for Geo Mayer and
11 Debbie Gunnoe.

12 Daryl Lynchard voted for Geo Mayer and
13 Heather Scruggs.

14 Mark Miller voted for Debbie Gunnoe and
15 Walter Bo Bowden.

16 Okay. Do we have a motion to adjourn this
17 meeting?

18 MR. GOULET: I make a motion to adjourn
19 the Special meeting.

20 MR. LYNCHARD: I will second it.

21 MR. CALKINS: We have a motion and a
22 second. Any further discussion?

23 (NO AUDIBLE RESPONSE.)

24 MR. CALKINS: All those in favor say
25 "Aye"?

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MR. LYNCHARD: Aye.

MR. GOULET: Aye.

MR. MILLER: Aye.

MR. DESANTIS: Aye.

MR. CALKINS: Meeting adjourned.

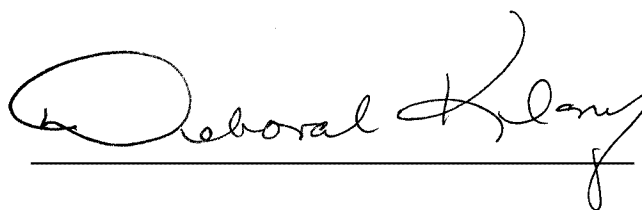
WHEREUPON, THE SPECIAL MEETING FOR HOLLEY
NAVARRE WATER SYSTEM ADJOURNED AT 6:16 P.M.

CERTIFICATE OF REPORTER

STATE OF FLORIDA
COUNTY OF OKALOOSA

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 the 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 4th day of April, 2018.



DEBORAH G. KHARUF
Court Reporter and Notary Public,
State of Florida at Large.
Commission number FF 221569
My commission expires July 6, 2019.