

# Holley-Navarre Water System, Inc.

## Regular Board Meeting Minutes

September 19<sup>th</sup>, 2017

Bien May, Board President, called the meeting to order at 7:20 P.M. The following Board of Directors were present: Bien May, Gaius Bruce, Robert Coley, Troy Bossier, James Calkins, Brian Kelly and Ricki DeSantis. Also present were: Paul Gardner, Barbara Carawan, Phil Phillips, Clinton Wells, Dale Long, Zach Lewis, Danny Hawkins, Cory Snyder, Sherry DeVasher, Mike Tidwell and Deborah Kharuf (stenographer).

**August 2017 Minutes – Gaius Bruce motions to approve the minutes as presented, seconded by Troy Bossier. Motion passed by unanimous vote.**

### **Financial Report**

Brian Kelly presents the financial report for August. There was an increase in revenue to approximately \$911,000.00 and expenses decreased to \$762,000.00. There were 37 new water taps and 23 new sewer taps. **James Calkins motions to approve the financial report as presented. Gaius Bruce seconds. Motion passed by unanimous vote.**

### **Personnel Committee**

Robert Coley reports that HR Director Sherry DeVasher has presented the first draft of a new organizational chart. The Board requests time to review the chart in order to discuss any questions they may have. Bien points out that no board members took part in preparing the organizational chart, as it was a task solely completed by management. Some board members voice their concerns regarding newer employee wages compared to employees that have worked for HNWS for several years. Paul clarifies that wages were previously evaluated and updated as needed. Position, wages and titles are currently being reviewed in conjunction with the organizational chart.

### **Retirement Committee**

None.

### **Unfinished Business**

1. *Review and Approve Revised Annual Meeting Documentation* – The documents have been revised to reflect previously approved election schedule changes and the removal of the PIN requirement from the proxy. **Bien May motions to approve the revised annual meeting documents. Brian Kelly seconds. Motion passes unanimously.**
2. *Organizational Chart* – As mentioned during the personnel committee report a new preliminary organizational chart has been presented. The current organizational chart will be sent to board members for review and it will be discussed further, as it is a work in progress.

[REDACTED]

**New Business**

1. *Prepaid Sewer Taps* – In the past, prepaid sewer taps were sold to help finance the system. A member has requested the transfer of two of them to someone else as part of a property sale. **Gaius Bruce motions to approve the transfer. Robert Coley seconds. Motion passes unanimously.**
2. *FRUS loan refinancing* – FRUS is considering refinancing their current SRF loans and their finance committee is gathering information. This will be presented to the Board for approval once additional information is received and approved by the attorney.

[REDACTED]

[REDACTED]

## **Engineers Report**

Phil states that an issue is being addressed with Greskovich which should be resolved shortly pending tests for confirmation. The project should be complete soon. Discussions continue with Gulf Breeze and with Eglin regarding options for reuse disposal. The Panhandle Trail lift station is also near completion. The Board commends the engineers for their hard work on these projects.

## **Open forum**

*Geo Mayer – 6931 Turnberry Circle:* Mr. Mayer comments that it's common for other organizations to hire outside firms to handle their elections and feels HNWS should consider doing this. Second, Geo states that he doesn't feel there are accurate numbers available concerning the amount of water being sent to the golf course or reflecting what comes out of the wastewater treatment plant. Paul and Bien clarify that the numbers are available and refer him to FDEP OCULUS website that lists the information. Third, he suggests providing membership with a report of how often board members attend meetings, committee meetings, etc. **This results in James making a motion to start gathering information showing meeting attendance by all board members for the last two years, listing their physical attendance. Ricki DeSantis seconds.** Bien states the issue is not on the agenda but it will be taken under advisement. Next, he addresses the lawsuit involving Navarre Press. Specifically, a supposed letter from Navarre Press requesting information, in which he was told initiated the suit. Discussing HNWS' legal matters outside of board meetings was brought up after Mr. Mayer mentions a previous discussion between himself and Ricki. [REDACTED]

[REDACTED] Lastly, he asks who the Secretary/Treasurer is and what Brian Kelly's fiduciary responsibility is. Brian elaborates on his responsibilities, the need for a CFO and financial reporting. Geo would like to see the Board work more responsibly and with more integrity.

*Mark Miller – 8335 Mercado Street:* Mr. Miller commends the Board for approving the transfer of the prepaid sewer taps but questions why it requires board approval. He would like to see the General Manager be granted the authority to make those decisions. This item will be added to next month's meeting agenda. He points out that there is an upcoming workshop on board management that could be beneficial for board members to attend. The workshop is on 01/09/2018 and additional details are provided. Bien states that board members and staff will be encouraged to attend.

**Action Items**

[REDACTED]

2. Board members will be provided with the organizational chart currently in place via email.
3. Giving the General Manager authorization to transfer prepaid sewer taps will be added to next month's meeting agenda.
4. Paul will make arrangements for the board members and certain staff to attend the board management workshop in January.

Meeting adjourned 8:20P.M.

*Gaius Bruce*

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Gaius Bruce Secretary/Treasurer