

Holley-Navarre Water System, Inc.  
Reorganization Meeting Minutes  
January 25, 2021

Mike Kennedy, Board President, called the meeting to order at 9:00 A.M. The following Board of Directors were present: Mike Kennedy, Mark Miller, Joe Campbell, Bill Thiel and Fred Terasa. James Dabney was absent. Also present were: Dallas Peavey, Phil Phillips, Clinton Wells and Donna Lupola.

**Administrative**

1. *Election of 2021 Officers:* **Fred Terasa made a motion to affirm Mike Kennedy as President. Mark Miller second. Motion passed unanimously.**

**Bill Thiel motioned to nominate Mark Miller as Vice President. Mark Miller Accepts. Fred Teresa seconded. Motion passed unanimously.**

Mike Kennedy stated that they would like to see start a new process to where the vice-president becomes the successor of the president in the next term.

Mike advised the board that the Secretary/Treasurer, Grant Summers has resigned from the board and entertains a motion to accepts his resignation. **Fred Teresa accepts Grant Summers resignation. Mark Miller seconded. Motion passed unanimously.** Mike Kennedy thanks Grant Summers for his service.

Fred Teresa nominates Bill Thiel as Secretary/Treasurer. Bill Thiel accepts. **Mark Miller makes a motion for Bill Thiel to become Secretary/Treasurer. Fred Teresa seconded. Motion passed unanimously.**

Fred and Mike congratulated both Joe and Bill for being on the board and excited for the upcoming year.

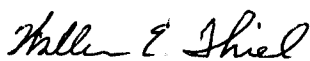
2. *FRUS Board Representatives:* Two board members must be appointed to represent HNWS on the FRUS Board. The current representative are Mike Kennedy and Mark Miller. Dallas Peavey recommends for consistency and the value with what is coming up this year, that there be consideration to keep the representative the same, unless one of the new board members would like to step up. Mike Kennedy stated that he would like to continue to serve. Mark Miller stated that he would also like to continue to serve. **Joe Campbell made a motion to keep Mike Kennedy and Mark Miller as FRUS representatives. Fred Teresa and Bill Thiel seconded. Motion passed unanimously.**

3. *Pension/401K Trustees:* The current trustees are Mike Kennedy and James Dabney. Mike Kennedy advised he would be interested to continue to be a Trustee and asked if anyone else was interested. **Joe Campbell made a motion to keep Mike Kennedy and James Dabney as trustees.** Bill Thiel advised he would be interested to be a trustee. **Joe Campbell amended his motion to appoint Mike Kennedy and Bill Thiel as the Pension and 401K Trustees. Fred Teresa Seconded. Motion passed unanimously.**
  
4. *Board Member Resignation:* Article 8 Section 3 of the By-laws allows the board to choose a successor, then that person will serve the remainder of the year. Mike Kennedy asked the board how they wanted to handle the appointment. Mark Miller recommends a vetting committee. **Fred Teresa motioned to form a vetting committee consisting of the Board.** Discussion. **Fred Teresa amended his motion to include Mark Miller as chair of the committee. Mark Miller seconded. Motion passed unanimously.**
  
5. *TCHC Sale Update:* Dallas Peavey provides an update. Dallas recommends for the board to continue exploring other avenues for the sale to get the best value. Dallas advising that money will need to be spent at the Golf course this year because nothing was done the last couple of years. The expenditures will be more than the \$10,000.00 that was approved in the budget. Dallas asked to continue to move forward and explore all avenues to negotiate a sale. **Fred Teresa makes a motion to direct the CEO to pursue any and all opportunities regarding The Club at Hidden Creek, a core asset, in the best interest of the company. Mark Miller seconded.** Mark Miller wants to clarify that the motion is to pursue opportunities and believes that as a board, need to consider any and all opportunities that we might have. It would be the boards decision as far as taking action. Bill Thiel requested to add a time limit for Dallas Peavey to come back with his recommendation. Discussion on 60 or 90 days. **Fred Teresa amended his motion to direct the CEO to pursue any and all opportunities regarding The Club at Hidden Creek, a core asset, in the best interest of the company within 90 next days. Mark Miller seconded.** Dallas added that he would need to come back by the 16<sup>th</sup>, regular board meeting to discuss the possible expenditures that will be needed at The Club at Hidden Creek. **Motion passed unanimously.**

### **Public Forum**

None

Meeting adjourned 9:16 A.M.



Bill Thiel Secretary/Treasurer