

**BOARD OF WATER WORKS
ANNUAL MEETING MINUTES
APRIL 21, 2020**

Board Members Present:

Mr. Creighton Mershon, Chair
Dr. Sharon Kerrick, Vice Chair
Mr. Greg Dearing
Dr. Sundeeep "Sunny" Dronawat
Mr. Paul Esselman
Mr. William E. Summer, IV

Not Present:

Mayor Greg Fischer

Others Present:

Mr. Spencer Bruce, President and Chief Executive Officer
Mr. Daniel Frockt, CFO, Louisville / Jefferson County Metro Government
Mr. Dave Vogel, Executive Vice President, Customer Service and Distribution Operations
Ms. Kelley Dearing Smith, Vice President, Communications and Marketing
Mr. Tim Kraus, Vice President, Production Operations and Chief Engineer
Dr. Tom Lockett, Vice President and Chief Information Officer
Ms. Lynn Pearson, Vice President, Finance and Treasurer
Mr. Terrence Spence, Vice President, Human Resources and Labor Relations
Mr. Michael Tigie, Vice President, Compliance, General Counsel and Corporate Secretary

Visitors:

Ms. Jennifer Fust-Rutherford

Chair Creighton Mershon called the meeting to order at 11:10 a.m.

Michael Tigie administered the oath of office to William E. Summers, IV. Mr. Mershon welcomed Mr. Summers to the Board of Water Works.

In Honor of Creighton Mershon

A message recorded by Mayor Greg Fischer was played wherein he expressed his appreciation for Mr. Mershon's service to the BOWW, Louisville Water Company and the residents of Louisville Metro.

Dr. Sharon Kerrick thanked Mr. Mershon for his mentorship over the last several years and read the following resolution:

WHEREAS, Creighton Edward Mershon, Sr., was nominated by Mayor Jerry Abramson and confirmed by the Louisville Metro Council to serve as a member of the Board of Water Works on October 30, 2009;

WHEREAS, Creighton was subsequently appointed by his peers to act as the Board's Chair on April 15, 2014 to serve in that capacity until his departure on April 30, 2020;

WHEREAS, Creighton served on multiple subcommittees of the Board as well as the

Board's representative to the One Water Partnership with the Louisville Metropolitan Sewer District,

WHEREAS, throughout his tenure, Creighton consistently encouraged the Board, its officers and the employees of the Louisville Water Company to take on new challenges and to pursue new initiatives while remaining committed to their core strengths;

WHEREAS, Creighton acted in all matters with dignity and grace providing steady counsel in times of prosperity and hardship and in happiness and sorrow;

WHEREAS, Creighton's contributions to the betterment of the Board, to the Louisville Water Company and to the communities they serve have left an indelible mark upon which we place our deepest gratitude.

NOW, THEREFORE, BE IT RESOLVED that the Board of Water Works does hereby convey its deepest appreciation for the distinguished services rendered by Creighton Edward Mershon, Sr., to be forever remembered in the Minutes of this august institution.

Dr. Sunny Dronawat expressed his appreciation to Mr. Mershon for his mentorship. Daniel Frockt for himself and Deputy Mayor Ellen Hesen, thanked Mr. Mershon for his year of service to the community.

Election Conducted for the Position of Chair and Vice-Chair of the Board

Mr. Mershon turned the meeting over to the General Counsel and Secretary, Michael Tigue, to conduct the elections of the Chair and Vice-Chair of the Board of Water Works (BOWW). Mr. Tigue accepted nominations for the position of Chair of the BOWW. Mr. Mershon nominated Dr. Kerrick to serve in the position of Chair. Dr. Dronawat seconded the nomination. Mr. Tigue called for other nominations. There being no other nomination submitted, Mr. Tigue declared the nominations closed. Mr. Tigue called for the vote for the position of Chair of the Board. The members of the Board voted unanimously to approve Dr. Kerrick as Chair of the Board.

Mr. Tigue accepted nominations for the position of Vice-Chair of the Board. Dr. Kerrick nominated Dr. Dronawat for the position of Vice-Chair of the Board. Greg Dearing seconded the motion. Mr. Tigue called for other nominations. There being no other nomination submitted, Mr. Tigue declared the nominations closed. Mr. Tigue called for the vote. The members of the Board voted unanimously to approve Dr. Dronawat as Vice-Chair of the Board.

Mr. Tigue turned the meeting over to Dr. Kerrick as the Chair to continue the meeting.

Election of Company Officers Conducted

Dr. Kerrick presented a slate of Company officers for the Board's consideration:

President/CEO	Spencer Bruce
Executive Vice President, Customer Service & Distribution Operations	Dave Vogel
Vice President, Communications and Marketing	Kelley Dearing Smith
Vice President, Compliance, General Counsel and Secretary	Michael Tigue
Vice President, Finance, and Treasure	Lynn Pearson
Vice President, Human Resources	Terrence Spence
Vice President, Information Technology and Chief Information Officer	Tom Luckett

Vice President, Production Operations and Chief Engineer

Tim Kraus

Mr. Mershon moved to approve the proposed slate of Company officers, seconded by Dr. Dronawat, and the motion unanimously carried.

Committee Assignments Made

Mr. Spencer Bruce advised it is appropriate to appoint Directors to Committees.

Mr. Dearing moved to accept the proposed assignments as set forth below, seconded by Paul Esselman, and the motion unanimously carried.

AUDIT COMMITTEE

Paul Esselman, Chair
William E. Summers, IV
Jennifer Fust-Rutherford

**COMPENSATION & BENEFITS
COMMITTEE**

Sharon Kerrick, Chair
Paul Esselman
William E. Summers, IV

MARKETING COMMITTEE

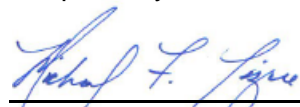
Sunny Dronawat, Chair
Sharon Kerrick
Greg Dearing

**PUBLIC AFFAIRS & CUSTOMER
SATISFACTION COMMITTEE**

Sunny Dronawat, Chair
Greg Dearing
Jennifer Fust-Rutherford

There being no further business for the Annual Meeting, the meeting was adjourned.

Respectfully Submitted,



Michael F. Tighe
Vice President, General Counsel and Corporate Secretary