

**BOARD OF WATER WORKS  
ANNUAL MEETING MINUTES  
APRIL 25, 2022  
LOUISVILLE WATER TOWER**

Board Members Present:

Dr. Sharon Kerrick, Chair  
Dr. Sundeep “Sunny” Dronawat  
Mr. Greg Dearing  
Mr. Paul Esselman  
Ms. Jennifer Fust-Rutherford  
Mr. William E. Summers, IV

Not Present:

Mayor Greg Fischer

Others Present:

Mr. Spencer Bruce, President and Chief Executive Officer  
Mr. Aaron Jackson, Louisville Metro, Budget Director  
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, Engineering and Production Operations, and Chief Engineer  
Mr. Jeff Knott, Vice President, Information Technology  
Ms. Lynn Pearson, Vice President and Treasurer  
Mr. Terrence Spence, Vice President, Human Resources and Labor Relations  
Mr. Michael Tigue, Vice President, General Counsel and Corporate Secretary  
Mr. Jeremy Raney, Director, Engineering  
Ms. Shannon Tivitt, Director, Project Liaison, One Water  
Mr. Brian Sturgeon, Computer Network Administrator  
Ms. Beverly Soice, Paralegal

Chair Dr. Sharon Kerrick called the meeting to order at 11:11 a.m.

Visitors:

Mr. Creighton Mershon  
Mr. Eric Ayers

Spencer Bruce noted that Creighton Mershon is present at today’s meeting at his request so that the members of the Board of Water Works, Executive Leadership Team, and other staff members can express their appreciation for his years of service. Mr. Bruce advised that Mr. Mershon was appointed to the Board by former Mayor Jerry Abramson in 2009 and has served as a committee member, committee chair, Board Vice Chair and Board Chair during his tenure. Mr. Mershon’s final term on the Board ended in April of 2020, however due to COVID-19 pandemic we were not able to hold a celebration of his retirement until now.

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

Dr. Kerrick 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. Greg Dearing nominated Dr. Sunny Dronawat to serve in the position of Chair. Sharon Kerrick seconded the nomination.

Mr. Tigie called for other nominations. There being no other nomination submitted, Mr. Tigie declared the nominations closed. Mr. Tigie called for the vote for the position of Chair of the Board. The members of the Board voted unanimously to approve Dr. Dronawat as Chair of the Board.

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

Mr. Tigie turned the meeting over to Dr. Dronawat as the Chair to continue the meeting.

### **Election of Company Officers Conducted**

Dr. Dronawat 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 Tigie
Vice President, Finance, and Treasure	Lynn Pearson
Vice President, Human Resources	Terrence Spence
Vice President, Information Technology and Chief Information Officer	Jeff Knott
Vice President, Production Operations and Chief Engineer	Tim Kraus

Mr. Dearing moved to approve the proposed slate of Company officers, seconded by Mr. Esselman and the motion unanimously carried.

### **Committee Assignments Made**

Mr. Spencer Bruce advised it is appropriate to appoint Directors to Committees. Mr. Bruce proposed that the committees' membership remain unchanged from 2021.

Dr. Kerrick moved to accept the proposed assignments as set forth below, William Summers seconded, and the motion unanimously carried.

#### **AUDIT COMMITTEE**

Paul Esselman, Chair  
Greg Dearing  
Dr. Sunny Dronawat

#### **COMPENSATION & BENEFITS COMMITTEE**

Jennifer Fust-Rutherford  
Dr. Sharon Kerrick  
William E. Summers, IV

#### **MARKETING COMMITTEE**

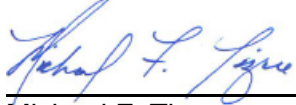
William E. Summers, IV, Chair  
Dr. Sunny Dronawat  
Dr. Sharon Kerrick

**PUBLIC AFFAIRS & CUSTOMER  
SATISFACTION COMMITTEE**

Greg Dearing, Chair  
Jennifer Fust-Rutherford  
Paul Esselman

There being no further business to address during the Annual Meeting, Mr. Summers moved to adjourn the meeting at 11:21 a.m. Mr. Esselman seconded, and the motion unanimously carried.

Respectfully Submitted,



---

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