

**BOARD OF WATER WORKS
ANNUAL MEETING MINUTES
APRIL 16, 2019**

Board Members Present:

Mr. Creighton Mershon, Chair
Dr. Sharon Kerrick
Dr. Sundeep "Sunny" Dronawat
Mr. Paul Esselman
Ms. Tierra Kavanaugh Wayne
Mr. Craig Willman

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 Luckett, 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 Tigue, Vice President, Compliance, General Counsel and Corporate Secretary
Ms. Kim Reed, Director, Meter and Billing Services
Ms. Jenni Schelling, Director, Internal Audit
Mr. Matthew Griffith, Strategic Planning and Performance Specialist
Ms. Beverly Soice, Paralegal

Chair Creighton Mershon called the meeting to order at 11:12 p.m.

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 election 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. Sharon Kerrick nominated Creighton Mershon to serve in the position of Chair. Tierra Kavanaugh Wayne 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 Mr. Mershon as Chair of the Board.

Mr. Tigue accepted nominations for the position of Vice-Chair of the Board. Craig Willman nominated Dr. Kerrick for the position of Vice-Chair of the Board. Paul Esselman 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. Kerrick as Vice-Chair of the Board.

Mr. Tigue turned the meeting over to Mr. Mershon as the Chair to continue the meeting.

Election of Company Officers Conducted

Mr. Mershon 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 Lockett
Vice President, Production Operations and Chief Engineer	Tim Kraus

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

Committee Assignments Made

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

Dr. Sunny Dronawat moved to accept the proposed assignments as set forth below, seconded by Mr. Willman, and unanimously carried.

AUDIT COMMITTEE

Paul Esselman, Chair
Sunny Dronawat
Craig Willman

COMPENSATION & BENEFITS COMMITTEE

Sharon Kerrick, Chair
Creighton Mershon
Tierra Kavanaugh Wayne

MARKETING COMMITTEE

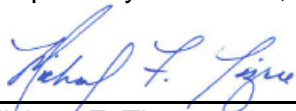
Sunny Dronawat, Chair
Sharon Kerrick
Paul Esselman

PUBLIC AFFAIRS & CUSTOMER SATISFACTION COMMITTEE

Craig Willman, Chair
Sunny Dronawat
Tierra Kavanaugh Wayne

There being no further business for the Annual Meeting, Dr. Kerrick moved to adjourn at 12:20 p.m., seconded by Ms. Wayne, and unanimously carried.

Respectfully Submitted,



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