

**BOARD OF WATER WORKS
ANNUAL MEETING MINUTES
APRIL 17, 2018**

Board Members Present:

Mr. Creighton Mershon, Chair
Dr. Sundeep “Sunny” Dronawat
Mr. Paul Esselman
Dr. Sharon Kerrick
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
Mr. Jim Grunow, Director, Engineering
Ms. Kim Reed, Director, Meter and Billing Services
Ms. MarySusan Abell, Manager, Communications and Marketing
Mr. Daniel Tegene, Manager, Main Replacement and Rehabilitation Program
Mr. Mike Meyer, Project Engineer
Mr. Matthew Griffith, Strategic Planning and Performance Specialist
Ms. Beverly Soice, Paralegal

Chair Creighton Mershon called the meeting to order at 11:02 a.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, Mr. 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. Dr. Sunny Dronawat nominated Mr. Mershon to serve in the position of Chair. Dr. Sharon Kerrick 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 until future action of the Board, at the next Annual Meeting.

Mr. Tigue accepted nominations for the position of Vice-Chair of the Board. Dr. Dronawat nominated Mr. Craig Willman for the position of Vice-Chair of the Board of Water Works. Dr. Kerrick seconded the motion. Mr. Tigue called for other nominations. There being no other nomination submitted, Mr. Tigue

declared the nominations closed. Mr. Tigie called for the vote. The members of the Board voted unanimously to approve Mr. Willman as Vice-Chair of the Board until future action of the Board, at the next Annual Meeting.

Mr. Tigie 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 Tigie
Vice President, Finance and Chief Financial Officer	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

Dr. Kerrick moved to approve the proposed slate of Company officers, seconded by Ms. Tierra Kavanaugh Wayne, and the motion unanimously carried.

Committee Assignments Made

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

After a short discussion, Dr. Kerrick moved to accept the proposed assignments as set forth below, seconded by Ms. Wayne, and unanimously carried, until future action of the Board, at the next Annual Meeting:

AUDIT COMMITTEE	Craig Willman, Chair Paul Esselman Sunny Dronawat
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. Dronawat moved to adjourn at 11:25 a.m., seconded by Willman, and unanimously carried.

Respectfully Submitted,



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