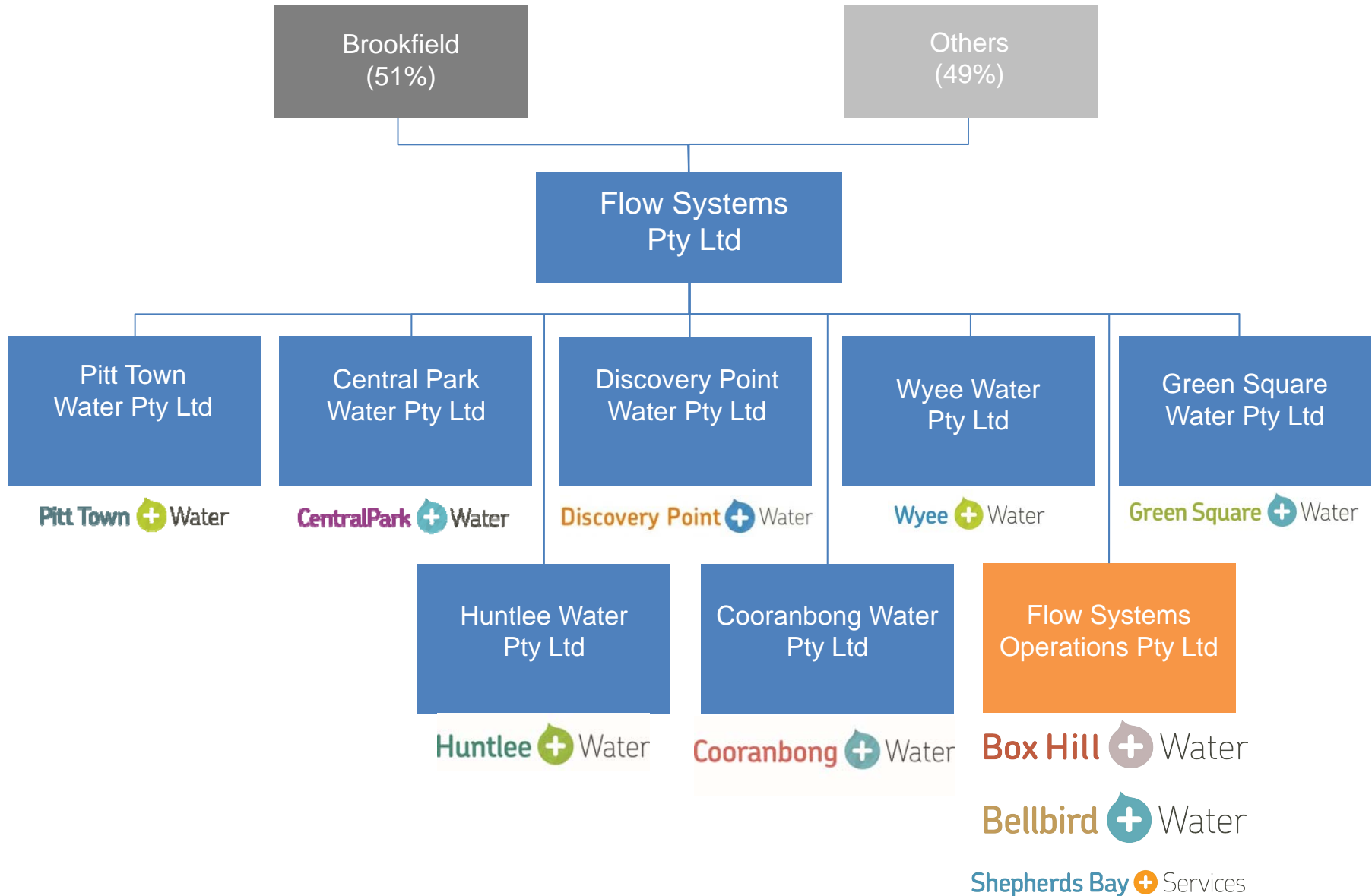


Appendix 6.1.1(a) Flow Systems Operations Ownership Structure



Ownership Structure

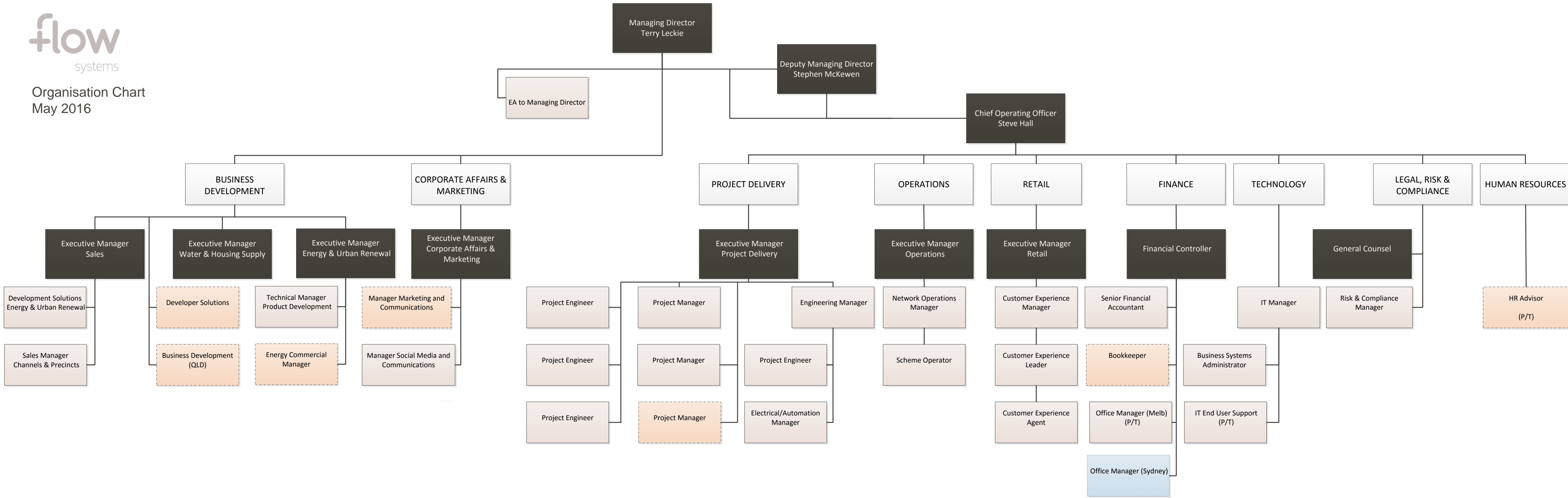


Appendix 6.1.1(c) Brookfield Infrastructure Group Profile
Confidential

Appendix 6.1.1(d) Flow Systems Organisation Chart



Organisation Chart
May 2016



Appendix 6.1.3(a) Position Descriptions (Key Personnel)

Position Title	Managing Director/Chief Executive Officer
Reporting to	Board of Directors
Functional team	Executive
Location	Sydney

PURPOSE OF ROLE

The primary purpose of this role is to manage the Flow Systems* Group including its businesses, senior executive staff, and key business relationships to implement the strategies required to achieve the corporate objectives as set out in the Business Plan.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports	Internal stakeholders	External stakeholders
<ul style="list-style-type: none"> ▪ Chief Operating Officer ▪ Exec Manager Business Development ▪ Exec Manager Communications & Marketing 	<ul style="list-style-type: none"> ▪ Flow Systems Exec team ▪ Brookfield Infrastructure ▪ Board members 	<ul style="list-style-type: none"> ▪ Clients ▪ Government ▪ Regulatory bodies ▪ Public Utilities ▪ Regulators (IPART, EPA) ▪ Key contractors & suppliers

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable

KEY RESPONSIBILITIES

- Ensure ongoing re-appraisal and updating of Flow Systems' Business Plan and annual budgets
- Provide leadership and direction to the Executive management team to meet the Business Plan targets and objectives
- Review existing corporate policy and develop new policy in conjunction with the Board and in consultation with major stakeholders
- Coordinate and manage key strategic issues related to decentralised utility networks and retail regulation
- Manage the preparation and delivery of reports, consultation papers, guidelines and decisions on matters relating to project origination, network operation and retail businesses

- Plan and implement strategic consultation processes involving key stakeholders such as developers, customers and their representatives, other regulators, government departments and ministers, industry bodies, and other interested parties
- Provide assistance and input into the planning, scoping and management of the work program undertaken by Flow Systems
- Provide support to the Executive team in budgeting, resource and corporate planning and management
- Ensuring the Flow Systems businesses are conducted in accordance with all relevant laws, regulations, and ethical standards and otherwise in line with best market practice
- Represent Flow Systems at meetings of State and Federal development bodies
- Advocate in media and political forums for the efficient use of water through recycled water applications, and the evolution of the private water utility sector in Australia
- Represent Flow Systems on relevant industry associations at board or committee level to determine new initiatives, opportunities, and to enhance the company profile
- Chief spokesperson for the Flow Systems Group
- Increase the profile of Flow Systems by monitoring all opportunities to ensure optimum promotion of the organisation, and represent Flow Systems at a wide variety of events

SKILLS AND EXPERIENCE

- Entrepreneurial, with a vision for the Australian water sector
- Highly developed leadership skills including the ability to maintain positive working relationships
- High-order strategic management skills, together with a proven record of success in the strategic management of other organisations
- Highly developed advocacy, negotiation and stakeholder management skills
- Ability to develop a workplace culture that balances teamwork and independent initiative in a small enterprise environment
- Ability to improve business performance through change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

KNOWLEDGE AND QUALIFICATIONS

- A strong background and understanding of the water and/or utilities industry
- Highly developed knowledge of the legislative and regulatory frameworks for the water and utilities industries
- At least 15 years' general experience in all aspects of management at a senior level including senior management roles in infrastructure development and delivery projects
- Relevant tertiary qualifications

Position Description

Position Title	Deputy Managing Director
Reporting to	Managing Director (CEO)
Functional team	Executive
Location	Sydney

PURPOSE OF ROLE

The primary purpose of this role is to assist the Managing Director to manage the Flow Systems Group* including its businesses, senior executive staff, and key business relationships to implement the strategies required to achieve the corporate objectives as set out in Flow Systems' Business Plan.

(*including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports

- Chief Operating Officer

Internal stakeholders

- Board
- Shareholders
- Executive Management team

External stakeholders

- Clients
- Government
- Regulatory bodies
- Public Utilities
- Regulators (IPART, EPA)
- Key contractors & suppliers

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable

KEY RESPONSIBILITIES

- Assist MD in ensuring ongoing re-appraisal and updating of Flow Systems' Business Plan and annual budgets
- Provide leadership and direction to the Executive Management team to meet the Business Plan targets and objectives
- Review existing corporate policy and develop new policy in conjunction with the Board and in consultation with major stakeholders
- Coordinate and manage key strategic issues related to decentralised utility networks and retail regulation

Position Description

- Manage the Board on behalf of the MD, including preparation of all Board reports and papers
- Manage the preparation and delivery of reports, consultation papers, guidelines and decisions on matters relating to project origination, network operation and retail businesses
- Plan and implement strategic consultation processes involving key stakeholders such as developers, customers and their representatives, other regulators, government departments and ministers, industry bodies, and other interested parties
- Provide assistance and input into the planning, scoping and management of the work program undertaken by Flow Systems
- Provide support to the Executive Management team in budgeting, resource and corporate planning and management
- Ensuring the Flow Systems businesses are conducted in accordance with all relevant laws, regulations, and ethical standards and otherwise in line with best market practice
- Represent Flow Systems at meetings of State and Federal development bodies
- Advocate in media and political forums for the efficient use of water through recycled water applications, and the evolution of the private water utility sector in Australia
- Increase the profile of Flow Systems by monitoring all opportunities to ensure optimum promotion of the organisation, and represent Flow Systems at a wide variety of events
- Principal focus on business development and primary responsibility for commercials/closing transactions, funding and financing aspects of the Group's business activities and transactions

SKILLS AND EXPERIENCE

- Entrepreneurial with ability to assist MD in a dynamic growth environment
- Leadership skills including the ability to maintain positive working relationships
- High-order strategic management skills, together with a proven record of success in the strategic management of other organisations
- Advocacy, negotiation and stakeholder management skills
- Ability to develop a workplace culture that balances teamwork and independent initiative in a small enterprise environment
- Ability to improve business performance through change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness
- Leads by example

KNOWLEDGE AND QUALIFICATIONS



Position Description

- A strong background and understanding of corporate finance, M&A, commercial negotiations, legals, structured financing/funding, corporate governance, and risk
- Knowledge of the legislative and regulatory frameworks for the utilities and infrastructure sectors across water and energy industries
- At least 20 years' general experience in all aspects of management at a senior level including senior management roles in infrastructure development and delivery projects
- Relevant tertiary qualifications: law, commerce (accounting/economics)

Position Title	Chief Operating Officer
Reporting to	Managing Director/Chief Executive Officer
Functional team	Executive
Location	Sydney

PURPOSE OF ROLE

The primary purpose of this role is to manage all operational activities of the Flow Systems* Group ensuring the implementation of overall organisational strategy.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports	Internal stakeholders	External stakeholders
<ul style="list-style-type: none"> ▪ Exec Manager Project Delivery ▪ Exec Manager Utility Ops ▪ Exec Manager Retail Ops ▪ Finance Manager ▪ Chief Technology Officer 	<ul style="list-style-type: none"> ▪ Flow Systems Exec team ▪ Brookfield Infrastructure ▪ Board members 	<ul style="list-style-type: none"> ▪ Clients ▪ Government ▪ Regulatory bodies ▪ Public Utilities ▪ Regulators (IPART, EPA) ▪ Key contractors & suppliers

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable

KEY RESPONSIBILITIES

- Support the MD/CEO with ongoing re-appraisal and updating of Flow Systems' Business Plan and annual budgets
- Providing strategic direction, leading, managing and directing all operational activities of the organisation
- Accountability for the overall profitability of the operational activities of the organisation
- Building and aligning the organisational capability to deliver on the Business Plan strategy
- People development, risk and quality management, and innovation to drive growth
- Ensuring all corporate and business unit strategies and plans are aligned, reviewed and successfully implemented – taking remedial action where necessary
- Building relationships between all business units and ensuring the business units receive

adequate operational support

- Providing support and assistance to the MD/CEO on corporate and group issues where required
- Communicating with the MD/CEO to ensure he/she remains fully informed of all significant operating issues
- Acting, as required or in the absence of the MD/CEO, as the chief spokesperson for the organisation
- Directing and motivating direct reports to achieve agreed targets
- Provide support to the Executive team in budgeting, resource and corporate planning and management
- Ensuring the Flow Systems businesses are conducted in accordance with all relevant laws, regulations, and ethical standards and otherwise in line with best market practice
- Oversight of all regulatory compliance monitoring and reporting associated with the respective group businesses
- Develop and support any business relationships vital to the success of Flow Systems
- Ambassador for maintaining/improving the Flow Systems brand to all stakeholders including clients, customers, supply chain, and regulators

SKILLS AND EXPERIENCE

- High-order skills in strategic planning, resource management, financial management, reporting and analysis
- Highly developed advocacy, negotiation and stakeholder management skills
- Excellent communication and presentation skills
- Ability to foster a workplace culture that balances collaboration and independent initiative in a small enterprise environment
- Ability to improve business performance through motivation and change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

KNOWLEDGE AND QUALIFICATIONS

- A strong background and understanding of business management and corporate processes
- Well-developed knowledge of the legislative and regulatory frameworks for the water and utilities industries
- At least 15 years' general experience in all aspects of business management at a senior level
- Relevant tertiary qualifications

Position Title	Executive Manager Project Delivery
Reporting to	Chief Operating Officer
Functional team	Project Delivery
Location	Sydney based, with travel to all site locations as required

PURPOSE OF ROLE

The primary purpose of this role is to manage the Project Delivery function of the Flow Systems* business, with overall accountability for project planning, procurement, contract management, design, construction, and project management of all new water industry facilities and network infrastructure delivered by Flow Systems.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports	Internal stakeholders	External stakeholders
<ul style="list-style-type: none"> ▪ Project Managers ▪ Project Engineers 	<ul style="list-style-type: none"> ▪ Flow Systems Exec team ▪ Brookfield Infrastructure ▪ Board members 	<ul style="list-style-type: none"> ▪ Property Developers ▪ Other clients (eg. Councils) ▪ Contractors & Suppliers ▪ Public Utilities ▪ Regulators (IPART, EPA)

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable
- Leading contributor to workplace safety improvements, particularly in relation to infrastructure design, construction and commissioning practices

KEY RESPONSIBILITIES

- CAPEX cost estimating and project delivery methodology and program input to business development and proposals
- Determine the resources needed to achieve project deliverables
- Oversee project program, cost and risk controls to maintain or better the budgeted margin
- Contract management to protect the company's commercial position with both client and supply chain
- Effectively communicate project expectations to team members and stakeholders

- Effectively liaise with project stakeholders on an ongoing basis
- Prepare and present management reports that concisely and accurately provide relevant information concerning the status of projects in delivery phase to the Executive and Board
- Close liaison with Utility Operations and Retail Operations functional teams to provide inputs to project delivery process
- Develop and keep current the systems, standards, policies and procedures required to enable and support industry best practice in all Project Delivery activities
- Educate staff and contractors to ensure implementation of Flow Systems' corporate systems, standards, policies and procedures to meet HSE and QA requirements
- Coordination of all regulatory compliance monitoring and reporting associated with the design and construction of all Flow Systems infrastructure
- Develop and support any business relationships vital to the success of Flow Systems
- Ambassador for maintaining/improving the Flow Systems brand to all stakeholders including clients, customers, supply chain, and regulators

SKILLS AND EXPERIENCE

- Advanced project portfolio/program management, organisational and delegation skills to oversee activities carried out across multiple projects and sites
- Advanced procurement and commercial management skills for large value contracts
- Ability to identify and mitigate risks associated with the delivery of infrastructure
- General understanding of supporting activities and relative sequencing associated with the design and construction of water industry infrastructure (eg. commissioning, metering, customer billing and administration)
- Extensive experience in stakeholder management in a project delivery context
- Ability to work independently in a small enterprise environment
- Ability to improve business performance through change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

KNOWLEDGE AND QUALIFICATIONS

- A strong background and understanding of the water and/or utilities industry
- Advanced knowledge of statutory and regulatory frameworks for the design and construction of water industry infrastructure and associated utilities
- At least 15 years' experience in project management of infrastructure projects
- At least 10 years' experience in the design and construction of urban infrastructure
- Relevant tertiary qualifications

Position Title	Executive Manager Utility Operations
Reporting to	Chief Operating Officer
Functional team	Utility Operations
Location	Sydney based, with travel to all site locations as required

PURPOSE OF ROLE

The primary purpose of this role is to manage the Utility Operations area of the Flow Systems* business, with overall accountability for the commissioning, operation and maintenance of Flow Systems' water industry facilities and network infrastructure.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports	Internal stakeholders	External stakeholders
<ul style="list-style-type: none"> ▪ Utility Operations staff 	<ul style="list-style-type: none"> ▪ Flow Systems Exec team ▪ Brookfield Infrastructure ▪ Board members 	<ul style="list-style-type: none"> ▪ Property Developers ▪ Public Utilities ▪ Local Councils ▪ Regulators (IPART, EPA) ▪ Contractors & Suppliers

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable
- Leading contributor to workplace safety improvements, particularly in relation to commissioning, operation and maintenance activities

KEY RESPONSIBILITIES

- Operational input to design, construction and commissioning of all Flow Systems infrastructure
- Approval for handover acceptance and ownership of all Flow Systems infrastructure upon satisfactory completion of inspection/test/commissioning
- Validation and verification of all Flow Systems infrastructure as appropriate
- Coordination of day to day operation and maintenance of all Flow Systems infrastructure
- Close liaison with Retail Operations functional team in support of customer enquiries of a technical nature

- Develop and keep current the systems, standards, policies and procedures required to enable and support industry best practice in all Utility Operations activities
- Coordination of all regulatory compliance monitoring and reporting associated with the operation and maintenance of all Flow Systems infrastructure
- Develop and support any business relationships vital to the success of Flow Systems
- Ambassador for maintaining/improving the Flow Systems brand to all stakeholders including clients, customers, supply chain, and regulators

SKILLS AND EXPERIENCE

- Advanced workforce management, organisational and delegation skills to oversee activities carried out across multiple Utility Operations sites
- Ability to identify, implement and manage all forms of technology associated with water industry infrastructure
- Understanding of project delivery activities and sequencing so as to provide timely and relevant input to ensure future commissioning, operations and maintenance of new assets are optimised
- Extensive experience in customer liaison and service delivery
- Ability to work independently in a small enterprise environment
- Ability to improve business performance through change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

KNOWLEDGE AND QUALIFICATIONS

- A strong technical background and understanding of the water and/or utilities industry
- Advanced knowledge of statutory and regulatory frameworks for the operation of water industry infrastructure and associated utilities
- At least 15 years' experience in the operation and maintenance of sewage and recycled water treatment facilities
- At least 10 years' experience in the operation and maintenance of water and sewerage reticulation systems
- Relevant tertiary qualifications

Position Title	Compliance & Risk Manager
Reporting to	COO
Functional team	N/A
Location	Sydney-based

PURPOSE OF ROLE

This role covers licencing, compliance, and risk components of Flow’s business including work health, safety and environmental management.

KEY RELATIONSHIPS

Direct Reports	Internal stakeholders	External stakeholders
<ul style="list-style-type: none"> ▪ N/A 	<ul style="list-style-type: none"> ▪ Board ▪ CEO, COO ▪ Executive Manager – Project Delivery ▪ Executive Manager – Network Ops ▪ Executive Manager – Customer Services 	<ul style="list-style-type: none"> ▪ Flow’s shareholders, including Brookfield Infrastructure Group ▪ Public Utilities ▪ Regulators

KEY RESPONSIBILITIES

Primary Areas

Three primary areas:

- **Licensing**
 - oversight of Flow’s licensing process, including coordinating preparation of licence applications and interactions with regulator through to grant of licence
 - owner/manager of relationship with relevant licensing authority
 - audits in connection with the licencing process and thereafter once granted
 - reporting in connection with licences
- **Compliance**
 - managing Flow’s compliance framework to reflect full compliance with current legal and regulatory environment
 - facilitating Flow’s business through promotion of best-of-breed compliance practices
- **Risk management**
 - Managing and oversight of Flow’s risk management framework, including:
 - a. HSE:
 - i. workplace health and safety

<ul style="list-style-type: none"> ii. environment <ul style="list-style-type: none"> b. business risk assessment and reviews c. chairing monthly risk and compliance management meetings (internal) d. reporting ■ General <ul style="list-style-type: none"> ➤ effectively liaise with project stakeholders on an ongoing basis ➤ coordinating with Brookfield’s compliance and risk management function ➤ ambassador for maintaining/improving the Flow’s brand to all stakeholders including clients, customers, supply chain, and regulators
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SKILLS AND EXPERIENCE

- **General**
 - Compliance /or risk management
 - Audit
 - Legal/compliance/engineering
 - Project management, organisational and delegation skills to oversee activities carried out across multiple projects and sites
 - Experience in stakeholder management
 - Ability to work independently in a dynamic fast-growth small enterprise environment
 - Experience in managing health, safety and environmental practices
 - Strong skills in troubleshooting, problem-solving, and conflict resolution
 - Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
 - Straight forward, self-confident and high self-awareness
- **Specific**
 - Licencing (especially water &/or energy utilities)
 - Planning
 - Environment
 - Engineering
 - Development
 - Infrastructure
 - HSE
 - Insurances

KNOWLEDGE AND QUALIFICATIONS

- A strong background and understanding of the water and/or energy utilities and/or infrastructure sectors
- At least 5 years' experience
- Pragmatic, facilitative approach
- Solution provider, problem solver
- Strong inter-personal skills
- Relevant tertiary qualifications