

**MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
CITIZENS ENERGY GROUP
HELD JANUARY 11, 2016**

Pursuant to notice duly given and posted as required by law, the annual meeting of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis (d/b/a Citizens Energy Group) (the "Board") convened at 8:25 a.m. EST, Monday, January 11, 2016, at the principal office of Citizens Energy Group ("Citizens"), 2020 North Meridian Street, Indianapolis, Indiana.

All Board members were present: Daniel C. Appel (Chair), Moira M. Carlstedt, Jeffrey E. Good, Anita Harden, Christia Hicks, J.A. Lacy, Anne Nobles, Phillip A. Terry, and Joseph E. Whitsett.

Present from Citizens: President and Chief Executive Officer Jeffrey A. Harrison, Senior Vice President and Chief Financial Officer John R. Brehm, Senior Vice President and General Counsel Jennett M. Hill, Senior Vice President and Chief Customer Officer Michael D. Strohl, Vice President of Energy Operations Christopher H. Braun, Vice President of Capital Programs and Engineering Mark Jacob, Vice President of Information Technology John F. Lucas, Vice President of Regulatory and External Affairs LaTona Prentice, Vice President of Human Resources, Safety and Security Jodi Whitney, and Vice President of Water Operations Jeffrey A. Willman.

The meeting was called to order by the Chair.

The Board considered the minutes of its last meeting. Upon a motion duly made and seconded, the Board unanimously approved the minutes of the joint meeting of the Boards of Directors of Citizens Energy Group and CWA Authority, Inc. held December 16, 2015.

The Chair certified that the subject matter of the discussion during the Executive Session of the Board held on January 11, 2016 was solely limited to the items set forth in the Public Notice, attached as Exhibit "A".

The Chair requested Board members to recuse themselves from any action items on the agenda if they identified a conflict. No items were identified.

The meeting then proceeded to the election of officers for 2016. By due nomination and election, the following individuals were elected to serve as Officers of the Board of Directors for a term of one (1) year, or until their respective successors have been elected and qualified:

Daniel C. Appel	President and Chair
Anne Nobles	Vice President and Chair
Moira M. Carlstedt	Secretary
Jeffrey E. Good	Treasurer
John R. Brehm	Assistant Secretary and Assistant Treasurer
Jennett M. Hill	Assistant Secretary
Michael D. Strohl	Assistant Secretary

The Chair then called for the appointment of members to the Executive Committees and Standing Committees of the Board of Directors for 2016. Furthermore, the Chair called for review and approval for the compensation of the Executive Committees of the Board of Directors for 2016. Following discussion and upon a motion duly made and seconded, the Board unanimously adopted the following:

WHEREAS, the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis (the "Board") has previously adopted a resolution establishing various committees, including an Energy Resources Executive Committee, a Water Resources Executive Committee and a Wastewater Resources Executive Committee (each an "Executive Committee");

WHEREAS, pursuant to Indiana Code Section 8-1-11.1-3, the Board is authorized to fix the compensation of its members serving on an Executive Committee;

NOW THEREFORE BE IT RESOLVED BY THE BOARD that:

The Board elects the Board members set forth below to serve on each Board committee:

That Daniel C. Appel, Phillip A. Terry, and Joseph E. Whitsett be and are hereby appointed to serve on the Energy Resources Executive Committee.

That Daniel C. Appel is appointed Chairman of the Energy Resources Executive Committee.

That Anne Nobles, Anita J. Harden, and J.A. Lacy be and are hereby appointed to serve on the Water Resources Executive Committee.

That Anne Nobles is appointed Chair of the Water Resources Executive Committee.

That Moira M. Carlstedt, Jeffrey E. Good, and Christia Hicks be and are hereby appointed to serve on the Wastewater Resources Executive Committee.

That Moira M. Carlstedt is appointed Chair of the Wastewater Resources Executive Committee.

That Phillip A. Terry, Christia Hicks, J.A. Lacy, and Joseph E. Whitsett be and are hereby appointed to serve on the Compensation and Finance Committee.

That Phillip A. Terry is appointed Chairman of the Compensation and Finance Committee.

That Jeffrey E. Good, Anne Nobles, Moira M. Carlstedt, and Anita J. Harden be and are hereby appointed to serve on the Audit and Risk Committee.

That Jeffrey E. Good is appointed Chairman of the Audit and Risk Committee.

The compensation of each Board member serving as chair of an Executive Committee will remain unchanged from 2015 (\$25,600 annually).

The compensation for each Board member serving as a non-chair member of an Executive Committee will remain unchanged from 2015 (\$20,600 annually).


The Chair then recommended the appointment of officers of executive management for calendar year 2016. Upon a motion duly made and seconded, the Board unanimously approved the following:

RESOLVED by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis that the following officers of the Utility are appointed for the calendar year 2016:

Jeffrey A. Harrison	President, Chief Executive Officer, and General Manager
Christopher H. Braun	Vice President, Energy Operations
John R. Brehm	Senior Vice President and Chief Financial Officer
Jennett M. Hill	Senior Vice President and General Counsel
Mark Jacob	Vice President, Capital Programs and Engineering
Aaron D. Johnson	Vice President, Corporate Development
Sabine Karner	Vice President and Controller
John F. Lucas	Vice President, Information Technology
Yvonne Perkins	Vice President, Corporate Communications and Chief Diversity Officer
Curtis Popp	Vice President, Customer Operations
LaTona Prentice	Vice President, Regulatory and External Affairs
Michael D. Strohl	Senior Vice President and Chief Customer Officer
Jodi Whitney	Vice President, Human Resources, Safety and Security
Jeffrey A. Willman	Vice President, Water Operations

Pursuant to the Board's resolution of July 18, 1991 regarding authorizations dealing with banking accounts, investments, access to safety deposit box, signature revisions, and co-signing requirements, the Board reviewed a memorandum dated January 11, 2016 listing all such individuals authorized to perform said banking transactions on behalf of Citizens Energy Group. Upon a motion duly made and seconded, the Board unanimously approved a list of individuals authorized to perform banking transactions on behalf of Citizens Energy Group, attached as Exhibit "B".

The Chair invited public comment. There being no public comment and no further business, the meeting was adjourned.



Daniel C. Appel, Chair



Jennett M. Hill, Assistant Secretary

**MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
CWA AUTHORITY, INC
HELD JANUARY 11, 2016**

Pursuant to notice duly given and posted as required by law, the annual meeting of the Board of Directors of CWA Authority, Inc. (the “Board”) convened at 8:35 a.m. EST, Monday, January 11, 2016, at the principal office of the CWA Authority, Inc., 2020 North Meridian Street, Indianapolis, Indiana.

All Board members were present: Daniel C. Appel (Chair), Moira M. Carlstedt, Jeffrey E. Good, Anita Harden, Christia Hicks, J.A. Lacy, Anne Nobles, Phillip A. Terry, and Joseph E. Whitsett.

Present from Citizens: President and Chief Executive Officer Jeffrey A. Harrison, Senior Vice President and Chief Financial Officer John R. Brehm, Senior Vice President and General Counsel Jennett M. Hill, Senior Vice President and Chief Customer Officer Michael D. Strohl, Vice President of Energy Operations Christopher H. Braun, Vice President of Capital Programs and Engineering Mark Jacob, Vice President of Information Technology John F. Lucas, Vice President of Regulatory and External Affairs LaTona Prentice, Vice President of Human Resources, Safety and Security Jodi Whitney, Vice President of Water Operations Jeffrey A. Willman.

The meeting was called to order by the Chair.

The Board considered the minutes of its last meeting. Upon a motion duly made and seconded, the Board unanimously approved the minutes of the joint meeting of the Boards of Directors of Citizens Energy Group and CWA Authority, Inc. held December 16, 2015.

The Chair requested Board members to recuse themselves from any action items on the agenda if they identified a conflict. No items were identified.

The meeting then proceeded to the election of officers for 2016. By due nomination and election, the following individuals were elected to serve as Officers of the Board of Directors for a term of one (1) year, or until their respective successors have been elected and qualified:

Daniel C. Appel	President and Chair
Anne Nobles	Vice President and Chair
Moira M. Carlstedt	Secretary
Jeffrey E. Good	Treasurer
John R. Brehm	Assistant Secretary and Assistant Treasurer
Jennett M. Hill	Assistant Secretary
Michael D. Strohl	Assistant Secretary

The Chair then called for the appointment of members to the Executive Committee of the Board of Directors for 2016. Furthermore, the Chair called for review and approval for the compensation of the Executive Committee of the Board of Directors for 2016. Following discussion and upon a motion duly made and seconded, the Board unanimously adopted the following:

WHEREAS, the Articles of Incorporation of CWA Authority, Inc. (the “Authority”) state that the Board of Directors of the Authority (the “Authority Board”) “shall consist of the individuals who are appointed by the Board of Trustees for Utilities of the Department of Public Utilities of the City of Indianapolis” to serve as members of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis d/b/a Citizens Energy Group (the “Citizens Board”);

WHEREAS, the Authority Board has previously adopted a resolution establishing an executive committee (the “Executive Committee”);

WHEREAS, the Authority Board desires to coordinate the efforts of its Executive Committee with the Wastewater Executive Committee established by the Citizens Board in order to, among other things, secure efficient and economical management and operation of the wastewater system;

WHEREAS, pursuant to Indiana Code Section 8-1-11.1-3, the Citizens Board is authorized to fix the compensation of the members serving on its Wastewater Executive Committee;

WHEREAS, the Authority Board desires to ratify, confirm and approve the compensation fixed by the Citizens Board for members serving on its

Wastewater Executive Committee as the sole amount of compensation members of the Authority Board will receive for serving as members of the Authority Board's Executive Committee and clarify that such members will receive no additional compensation for such service;

NOW THEREFORE BE IT RESOLVED BY THE AUTHORITY BOARD that:

The Authority Board ratifies, confirms and approves the compensation fixed by the Citizens Board for the Chair of the Citizens Board's Wastewater Executive Committee as the sole compensation to be received by the Chair of the Authority Board's Executive Committee;

The Authority Board ratifies, confirms and approves the compensation fixed by the Citizens Board for the non-chair members of the Citizens Board's Wastewater Executive Committee as the sole compensation to be received by the non-chair members of the Authority Board's Executive Committee;

The Authority Board members serving as Chair and non-chair members of the Authority Board's Executive Committee will not receive any compensation for such service other than the compensation such individuals receive for serving on the Citizens Board's Wastewater Executive Committee.

This resolution shall not become effective unless and until the Citizens Board adopts a resolution fixing the compensation for the Chair and non-chair members of its Wastewater Executive Committee at its 2016 annual meeting.


The Chair then recommended the appointment of officers of executive management for calendar year 2016. Upon a motion duly made and seconded, the Board unanimously approved the following:

RESOLVED by the Board of Directors of CWA Authority, Inc. that the following officers of the Utility are appointed for calendar year 2016:

Jeffrey A. Harrison	President, Chief Executive Officer, and General Manager
Christopher H. Braun	Vice President, Energy Operations
John R. Brehm	Senior Vice President and Chief Financial Officer
Jennett M. Hill	Senior Vice President and General Counsel
Mark Jacob	Vice President, Capital Programs and Engineering
Aaron D. Johnson	Vice President, Corporate Development
Sabine Karner	Vice President and Controller
John F. Lucas	Vice President, Information Technology

Yvonne Perkins	Vice President, Corporate Communications and Chief Diversity Officer
Curtis Popp	Vice President, Customer Operations
LaTona Prentice	Vice President, Regulatory and External Affairs
Michael D. Strohl	Senior Vice President and Chief Customer Officer
Jodi Whitney	Vice President, Human Resources, Safety and Security
Jeffrey A. Willman	Vice President, Water Operations

The Chair invited public comment. There being no public comment and no further business, the meeting was adjourned.



Daniel C. Appel, Chair



Jennett M. Hill, Assistant Secretary