

**MINUTES OF THE JOINT MEETING
OF THE BOARDS OF DIRECTORS OF
CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.
HELD DECEMBER 13, 2017**

Pursuant to notice duly given and posted as required by law, the joint 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) and the Board of Directors of CWA Authority, Inc. (jointly referred to as the "Board" unless otherwise noted) convened at 8:30 a.m. EST, Wednesday, December 13, 2017, at the Langsdale offices of Citizens Energy Group ("Citizens"), 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana.

All Board members were present: Daniel C. Appel (Chair), Moira M. Carlstedt, Jeffrey E. Good, Anita J. 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 and Controller, Sabine Karner; Vice President of Information Technology, John Lucas; Vice President of Customer Operations, Curtis Popp; Vice President of Regulatory and External Affairs, LaTona Prentice; Vice President of Human Resources, Safety and Security, Jodi Whitney; Director of Brand Development, Jeff Brown; Director of Water Distribution, Paul Dicken; Director of Billing and Customer Services, Jeff Ford; Director of Treasury, Sara Mamuska-Morris; Director of Environmental Stewardship, Ann McIver; Associate General Counsel, Michael E. Allen; Senior Legal Counsel, Suzanne Gaidoo; Manager of Engineering and Plant Operations, Edward Bukovac; and Manager of Risk, Insurance, and Claims, Paul Grocki.

The meeting was called to order by the Chair of the Board.

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

The Board considered the minutes of its previous 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 November 15, 2017.

As the owner of the issued and outstanding capital stock of Citizens By-Products Coal Company d/b/a Citizens Resources, the Board authorized and appointed Mr. Appel to serve as proxy of and for the Board of Directors of Citizens Energy Group, to vote such stock at the January 8, 2018 Annual Meeting of the Shareholder of that corporation, or any adjournment of such meeting. Mr. Appel will have full power and authority to act for the Board in voting for all the nominees for directors of that corporation consisting of those individuals currently serving as members of this Board, and in the transaction of such other business as may come before that meeting, with full power of substitution and revocation, and further to execute such proxy appointment form(s) or other documents, as may be necessary to carry out the authority so granted by the Board

The Chair addressed management's request to approve the energy efficiency filing set forth in the Fuel Cost Adjustment (FAC) 48. 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 FAC 48, attached as Exhibit "A", is hereby ratified, confirmed, and approved.

The Chair also addressed management's request to approve the energy efficiency filing set forth in the Gas Cost Adjustment (GCA) 136. 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 GCA 136, attached as Exhibit "B", is hereby ratified, confirmed, and approved.

Next, the Chair invited Mr. Good to provide a report from the Audit and Risk Committee (the "Audit Committee"). Mr. Good reported that the Audit Committee received a report from Ms. Karner, including an overview of the new revenue recognition standard. He acknowledged that the Audit Committee was

satisfied with the Fiscal Year 2017 Year-End Financial Statements for Citizens Energy Group and CWA Authority, Inc. and recommended approval to the Board. He also noted that the external audit firm, Deloitte & Touche LLP, had no concerns to report to the Audit Committee and issued a clean opinion for its annual report. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the Fiscal Year 2017 Year-End Financial Statements for Citizens Energy Group and CWA Authority, Inc.

Mr. Good next reported that, in the spirit of continuous improvement, the Audit Committee was very pleased with the progress of Internal Audit recognizing the great job of rebuilding the internal audit framework. Mr. Good then informed the Board that the Audit Committee accepted the Internal Audit Plan for Citizens Energy Group for 2018 and recommended approval of the same to the Board. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the Internal Audit Plan for Citizens Energy Group for 2018. Mr. Good concluded his report to the Board by noting the Audit Committee received a good report from the Ethics Committee, which helps to monitor and review conflicts of interest among Citizens employees.

Next, the Chair invited Mr. Terry to provide a report of the Compensation and Finance Committee (the "Compensation Committee"). He reported that Ms. Whitney presented to the Compensation Committee for consideration and approval the proposed executive compensation distributions for eligible officers, including an overview of the results for the 2017 Short Term Incentive Plan measures. Mr. Terry acknowledged that the Compensation Committee was satisfied with the executive compensation distributions as presented by management and recommended approval to the Board. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the following:

WHEREAS, the Compensation and Finance Committee ("Committee") evaluated the 2017 incentive and deferred compensation of executives (the Officers of Citizens Energy Group) employed by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis ("Board") that, if payable, must be approved by the Board;

WHEREAS, in evaluating the Officers' 2017 incentive and deferred compensation, the Committee received from its delegates the estimated payments to the Officers (stated as maximum potential amounts) that are payable under the Fiscal Year 2017 Short Term Incentive Pay Plan

("STIP"), under the Restoration Policy for Citizens Energy Group (as amended and restated effective January 1, 2016) ("Restoration Policy"), and to Officers for taxes in the grandfathered deferred compensation arrangement under the Revised Citizens Energy Group Severance Pay Program (effective October 1, 2010) ("Severance Program"), all as identified on Exhibit "C" hereto;

WHEREAS, at a meeting duly called and conducted on December 13, 2017, the Committee determined to recommend that the Board adopt a resolution approving (i) all 2017 STIP payments due to Officers, (ii) all 2017 Restoration Policy payments due to Officers, and (iii) all payments for taxes under the Severance Program due in 2017 to Officers;

WHEREAS, the Board has determined that all 2017 STIP distributions are due and payable to Officers;

WHEREAS, the Board has determined that all 2017 Restoration Policy payments are due and payable to Officers;

WHEREAS, the Board has also determined that all payments for taxes under the Severance Program due in 2017 to Officers are due and payable; and

WHEREAS, the Board desires to authorize the payments and distributions due to Officers for 2017 under STIP, the Restoration Policy, and the Severance Program.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, that:

SECTION 1. The 2017 STIP distribution for each Citizens Energy Group Officer is hereby approved;

SECTION 2. The Restoration Policy distributions due to Citizens Energy Group Officers for 2017 are hereby approved; and

SECTION 3. The payments for taxes under the Severance Program due in 2017 to Officers of Citizens Energy Group are hereby approved.

Mr. Terry also recognized that the Committee was satisfied with the work of Willis Towers Watson and recommended that the Board retain Willis Towers Watson through 2018. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the following:

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, that the retention of Willis Towers Watson through 2018 is hereby authorized and approved.

The Chair then invited Ms. Harden to provide an update from the Water Resources Executive Committee (the "Water Committee"). She reported that the Water Committee held a joint meeting with

the Wastewater Resources Executive Committee (the ‘Wastewater Committee’) on November 15, 2017 and reviewed the financial highlights for the water utility system. She also reported that the Water Committee received an overview of ongoing water programs and activities, including the launch of the water solids management program.

Then, Mr. Lacy, Chair of the Wastewater Committee, provided an update. He reported that the Wastewater Committee held a joint meeting with the Water Committee on November 15, 2017 and provided an overview of the financial highlights and debt coverage ratios for the wastewater utility system. He discussed the joint report the Wastewater Committee received that focused on innovation and efficiency. He was pleased to report that the Consent Decree (the ‘CD’) project had met a substantial number of milestone dates, all while progressing under its original budget. He further highlighted activities related to the deep rock tunnel system noting that the Deep Rock Tunnel Connector Pump Station would be operational before the end of 2017. He also reported on the environmentally-friendly 10 Thousand Trees program that is conducted in collaboration with Keep Indianapolis Beautiful and the Indianapolis Department of Public Works. This program anticipates the planting of 10,000 trees across the city by 2025 to contribute to the reduction of combined sewer overflows to area waterways. He concluded his report by discussing the wastewater solids management program.

Ms. Carlstedt provided an update for the Energy Resources Executive Committee (the ‘Energy Committee’). She reported that Mr. Braun provided the Energy Committee with an energy operations report centered on winter preparedness. She reported that both steam and natural gas system integrity were high and Citizens had appropriate reserve capacity to serve natural gas and steam customers during the upcoming winter season. She concluded her report by highlighting Citizens’ partnership with American Red Cross to support the Sound the Alarm campaign, an annual fire safety and smoke alarm installation event. Citizens volunteers, alongside the American Red Cross and Indianapolis Fire Department, canvassed at-risk neighborhoods installing free smoke alarms and providing fire prevention and safety education, noting that since 2008, Citizens had donated and helped distribute more than 60,000 smoke and carbon monoxide detectors in at-risk neighborhoods throughout the city of Indianapolis.

The Chair invited Mr. Brehm to provide a report to the Board highlighting financial performance for the year. Mr. Brehm reminded the Board that Citizens incurred significant debt to accomplish the transfer of the water and wastewater utilities from the City of Indianapolis. As a result, he noted, the Board had challenged management to be more sophisticated in its cost management approaches to contain costs. Mr. Brehm informed the Board that he was pleased to report that the management team stepped up to the challenge with the Trust achieving a milestone financial year of performance since the acquisition. The Chair congratulated the team on its successful performance.

Mr. Harrison then was invited to present highlights from the "Promise of the Trust" report to the Board. He reported updates in the areas of affordability, safety, reliability, employee volunteerism, awards, and accomplishments for 2017. Mr. Harrison then yielded a portion of his report to Mr. Jacob for an update regarding the Deep Rock Tunnel Connector Pump Station project. Mr. Jacob reported that due to the impact of the severe hurricanes this year, parts critical to the pump station project could not be delivered in a timely fashion. Due to the engineering staff's alternate approach, the pumps would nonetheless become operational by the end of the year as planned.

The Chair next invited Mr. Braun to provide a report on Energy Operations. Mr. Braun requested that the Board consider and authorize a proposal for the acquisition of the Heartland gas pipeline and related assets for exclusive use by Citizens Gas. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the following:

WHEREAS, the Department of Public Utilities of the City of Indianapolis ("City"), acting by and through the Board of Directors for Utilities (the "Board") d/b/a Citizens Energy Group ("Citizens Energy Group" or "CEG") is vested by Indiana Code 8-1-11.1 with the exclusive government, management, regulation and control of all public utilities consisting of, among other things, any gasworks, heating and power plants of any kind or character, operated upon, above, or below any street or territory within the City, or outside the City within the limits authorized by law, and all property held by and relating or belonging thereto and with the power to own and operate other utility properties; and

WHEREAS, Citizens Energy Group, as successor trustee of a public charitable trust, provides local gas distribution services to the City and the residents of Marion County, Indiana d/b/a Citizens Gas ("Citizens Gas"), and in conjunction therewith utilizes certain underground storage and transportation assets located in Greene County, Indiana (the "Underground Storage Assets") acquired by its wholly-owned subsidiary Citizens By-Products Coal Company, Inc. d/b/a Citizens Resources ("Citizens Resources") with funds advanced by Citizens Gas, all pursuant to

statutory authority (i) of Citizens Resources to, among other things, acquire the Underground Storage Assets for use by Citizens Gas (without further charge) upon demand of Citizens Gas and (ii) of Citizens Gas to advance such funds for this purpose; all as confirmed by Declaratory Judgment and Order of the Marion County Circuit Court in Cause No. 68461 dated June 30, 1951 (the "1951 Declaratory Judgment"); and

WHEREAS, following Citizens Resources' acquisition of the Underground Storage Assets utilizing funds advanced by Citizens Gas, those assets have been (i) utilized ultimately under and subject to the exclusive control of Citizens Gas upon its demand, and (ii) consistently and properly accounted for by Citizens Gas based on the 1951 Declaratory Judgment; and

WHEREAS, in 2004, Citizens Gas filed a Petition with the Indiana Utility Regulatory Commission ("Commission") for approval of an agreement and terms and conditions pursuant to which it would utilize the Underground Storage Assets to provide certain underground storage services to Heartland Gas Pipeline, LLC ("Heartland LLC") in connection with Heartland LLC's proposal to construct a 25-mile long intrastate natural gas pipeline from the Midwest Gas Transmission interstate pipeline to the Citizens Gas Johnstown compressor station in Greene County, Indiana; and

WHEREAS, in October 2005, the Commission approved in consolidated Cause No. 44729/44730 Heartland LLC's Gas Tariff, a Storage Service Agreement between Citizens Gas and Heartland LLC and granted Heartland LLC a certificate of public convenience and necessity and an indeterminate permit for the provision of gas transportation and storage services through use of the proposed intrastate pipeline and the proposed transportation and storage agreements with ProLiance Energy, LLC ("ProLiance") and the Storage Service Agreement with Citizens Gas; and

WHEREAS, as a result of recent changes in the business activities of Heartland LLC and ProLiance, management has explored, and presented to the Board, strategies to better utilize the Underground Storage Assets both to improve access to and production from those assets and reduce the costs associated with natural gas purchasing and transportation to the Citizens Gas City-Gate in Marion County, Indiana, including a reduction of costs for firm transportation services, and thereby achieve savings for Citizens Gas's customers, and has determined that it would be in the best interests of Citizens Gas, its customers and beneficiaries of the public charitable trust for it to (i) direct Citizens Resources to undertake such actions as may be necessary or desirable to acquire for the exclusive use by Citizens Gas (without charge) upon its demand, certain pipeline and related physical assets in Greene, Owen, Clay and Sullivan Counties (Indiana) (the "Heartland Pipeline and Related Assets") contiguous to and by way of extension of the Underground Storage Assets, in substantially the same manner as the Underground Storage Assets were originally acquired and to be held in substantially the same manner as the Underground Storage Assets currently are held, and (ii) to advance money to Citizens Resources to fund its acquisition of the Heartland Pipeline and Related Assets for the exclusive use of Citizens Gas; and

WHEREAS, the Heartland Pipeline and Related Assets would be an extension to the Underground Storage Assets as previously acquired property under the 1951 Declaratory Judgment; and

WHEREAS, the Heartland Pipeline and Related Assets currently are owned by Heartland LLC, which is a partially owned affiliate of Citizens Resources; and

WHEREAS, Citizens Gas has operated the Heartland Pipeline and Related Assets pursuant to the terms of a Service Agreement approved by the Commission in Cause No. 42729/42730; and

WHEREAS, the Board ratifies the retention of Black & Veatch Management Consulting, LLC ("Black & Veatch") for the purpose of performing an independent evaluation to determine whether the payment of the net book value of the Heartland Pipeline and Related Assets (the "Pipeline Asset Value") by Citizens Resources (or its subsidiary (ies)), with funds advanced by Citizens Gas, represents reasonable value for the Heartland Pipeline and Related Assets and thus commensurate level of benefits to Citizens Gas and the public charitable trust in terms of Citizens Gas's exclusive right to use those assets without further charge once acquired; and

WHEREAS, management has received and provided to the Board a valuation report (the "Black & Veatch Report"), pursuant to which Black & Veatch presented its reasoned opinion that the payment of the Pipeline Asset Value meets the Fair Market Value standard commonly found in U.S. federal and state laws and used in regulatory and legal proceedings for acquisition of the Heartland Pipeline and Related Assets; that the proposed transaction represents the highest and best use of the Heartland Pipeline and Related Assets; that the proposed transaction would eliminate approximately \$2.47 million in costs for firm transportation services, which will result in direct and immediate savings to Citizens Gas's customers through the utility's gas cost adjustment mechanism; that the proposed transaction will provide Citizens Gas greater cost certainties, and more flexibility in its future supply and capacity portfolio; and that the proposed transaction will be beneficial to Citizens Gas and Citizens Gas's customers; and

WHEREAS, an affiliate of Vectren Corp., known as Vectren Energy Marketing and Services, Inc. ("Vectren Affiliate"), owns an indirect interest in Heartland LLC, and as part of the process contemplated by Citizens Resources to acquire through its wholly-owned subsidiary the Heartland Pipeline and Related Assets for the exclusive use of Citizens Gas, a portion of the funds to be advanced by Citizens Gas would be used to acquire the indirect interest in Heartland LLC owned by the Vectren Affiliate ("Vectren Affiliate Interests") for a purchase price based on the Vectren Affiliate's pro rata, fully diluted indirect interest in Heartland LLC; and

WHEREAS, in connection with the acquisition of the Vectren Affiliate Interests, it is anticipated that the Vectren Affiliate and Citizens Resources will jointly agree to cause Heartland LLC to cease its remaining public utility business operations by terminating its agreement with Citizens Gas, surrendering its certificate of public convenience and necessity and indeterminate permit, cancelling its Gas Tariff, effecting its dissolution, winding up its affairs and liquidating its assets, and as part of that process, selling the Heartland Pipeline and Related Assets to Citizens Resources through its wholly-owned subsidiary for the Pipeline Asset Value under the 1951 Declaratory Judgment to be held by Citizens Resources through its wholly-owned subsidiary for the exclusive use of Citizens Gas as contemplated by these Resolutions; and

WHEREAS, under Indiana Code Section 8-1-11.1-3(c), in connection with the duties devolving upon the Board in the government, management, regulation, control, and operation of Citizens Gas, the Board has the authority under subsection 8-1-11.1-3(c)(8) to do all things necessary to cause Citizens Resources efficiently to carry on its operations and to conduct its business in the same manner as if its stocks were owned by private individuals; and

WHEREAS, the Board, in its business judgment based on, among other things, the Black & Veatch Report, has determined that advancing funds to Citizens Resources for the acquisition of the Heartland Pipeline and Related Assets by its wholly-owned subsidiary under the authority of

its governing statutes and the 1951 Declaratory Judgment for the exclusive use of Citizens Gas without further charge, is in the best interests of Citizens Gas, its customers, and the public charitable trust and its beneficiaries.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS FOR UTILITIES OF THE DEPARTMENT OF PUBLIC UTILITIES that:

SECTION 1. The foregoing recitals are incorporated herein by reference and are ratified, confirmed and approved.

SECTION 2. The Board hereby directs Citizens Resources to undertake such actions as may be necessary or desirable to acquire through its wholly-owned subsidiary for the exclusive use of Citizens Gas (without charge) upon its demand, the Heartland Pipeline and Related Assets contiguous to and by way of extension of the Underground Storage Assets, in substantially the same manner as the Underground Storage Assets were originally acquired in accordance with the 1951 Declaratory Judgment and to be held and accounted for in substantially the same manner as the Underground Storage Assets currently are held and accounted for, and further hereby approves, ratifies and confirms the authority for Citizens Gas to advance to Citizens Resources the funds necessary for Citizens Resources through its subsidiary to acquire the Heartland Pipeline and Related Assets for the exclusive use of Citizens Gas for an amount not to exceed the Pipeline Asset Value; and that the Chair, Vice Chair, President and CEO, any Senior Vice President, Vice President, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary of Citizens Energy Group (collectively, the "Authorized Officers" and each an "Authorized Officer") singly or otherwise, are hereby authorized to execute and deliver such documents, agreements, deeds of conveyance, forms, certifications and other papers, and to take such other action, as the Authorized Officer or Authorized Officers may determine to be necessary, appropriate or desirable to carry out these Resolutions, with such changes in form or substance of the foregoing as the Authorized Officer(s) who execute the same deem appropriate, their approval and acceptance of the same and any such changes to be evidenced by their execution and delivery thereof.

SECTION 3. The Board hereby finds the foregoing actions to be expedient and in the best interests of Citizens Energy Group, and desirable and necessary for the proper serving of the inhabitants of the City and in furtherance of the public charitable trust.

SECTION 4. The taking of any action or the execution of any instrument by the Authorized Officers in connection with the foregoing resolutions shall be conclusive of such Authorized Officers' determination that the same was necessary to serve the best interests of Citizens Energy Group.

SECTION 5. If any section, paragraph or provision of these Resolutions shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of these Resolutions.

SECTION 6. These Resolutions shall be in full force and effect from and after its passage and execution.

Next, Mr. Braun reviewed a pre-pay gas opportunity with Public Energy Authority of Kentucky (“PEAK”) for consideration by the Board. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the following:

WHEREAS, the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, as successor trustee of a public charitable trust, d/b/a Citizens Energy Group owns a natural gas utility doing business as Citizens Gas that provides natural gas services to customers in and around the City of Indianapolis;

WHEREAS, Citizens Gas is permitted and has the power pursuant to the provisions of the Indiana Code to purchase natural gas or services by contract for the purpose of meeting the gas requirements of the residential, commercial and industrial customers served by Citizens Gas;

WHEREAS, the Public Energy Authority of Kentucky, which was formed pursuant to the Commonwealth of Kentucky Natural Gas Acquisition Authority Act, KRS 353.400 to 353.410, has offered to sell to Citizens Gas, pursuant to a Gas Supply Contract (“Contract”), a supply of natural gas in the quantities on the dates set forth in the Contract, on the condition that PEAK issues its Gas Supply Revenue Bonds, 2017 Series A (the “Bonds”) the proceeds of which will be used to acquire a supply of natural gas (the “Gas Supply”) pursuant to a Prepaid Agreement with Morgan Stanley Capital Group, Inc.;

WHEREAS, Citizens Gas desires to purchase reliable Gas Supply from PEAK at a discounted price from the Monthly Index Price;

WHEREAS, the Contract provides that PEAK will sell gas to Citizens Gas for a term of thirty years at a discount to the Monthly Index Price, as that term is defined in the Contract;

WHEREAS, management of Citizens Gas has concluded that entering into the Contract is consistent with Citizens Gas’s efforts to acquire long term supplies of natural gas so as to provide gas to its retail customers at the lowest gas cost reasonably possible and has recommended to the Board that it approve execution and delivery of the Contract; and

WHEREAS, the Department of Public Utilities is an executive department of the City of Indianapolis and a Municipal Utility, as such term is defined in the Contract, and desires to enter into the Contract with PEAK.

NOW, THEREFORE, BE IT RESOLVED BY the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis (“Board”) as follows:

Section 1. The Board hereby approves the execution and delivery of the Contract, in substantially the form and attached hereto as Exhibit D, pursuant to which the Board will agree to purchase specified quantities of natural gas from PEAK, such deliveries to be made on the dates, at the volumes and for the prices set forth in such Contract.

Section 2. The substantially final form of the Contract attached hereto and incorporated herein by reference is hereby approved by the Board.

Section 3. Each of the Executive Officers of the Board are hereby authorized to execute and deliver at the appropriate time, the Contract and to approve any changes in

form or substance to the same, and such approval shall be conclusively evidenced by their execution thereof.

Section 4. The Executive Officers are, and each of them is, hereby authorized and directed to do and perform all acts and to execute in the name of the Board and to attest, as appropriate, all such instruments, documents, papers, notices or certificates, in such forms as an Executive Officer executing or attesting the same shall deem proper, to be evidenced by the execution or attestation thereof, which are necessary, desirable or appropriate to carry out the transactions contemplated by this Resolution.

Section 5. All prior resolutions and parts of prior resolutions, insofar as they are in conflict herewith, are hereby repealed.

Section 6. This Resolution shall be in full force and effect from and after its adoption by the Board.

The Chair next invited Ms. McIver to present Citizens' Annual Sustainability Report to the Board. Ms. McIver discussed the sustainability program's connection to the Trust Pillars: customer satisfaction, employee engagement, financial integrity, and performance excellence. She further noted that the bi-annual sustainability report had been issued in 2017, highlighting its focus to improve the community through Citizens' commitment to the environment, find approaches to reduce customer costs, and facilitate opportunities for employees to engage (such as community clean-up events at White River and Geist Reservoir). She introduced the Board to "ENVISION", a sustainable project delivery tool and planning guide for introducing sustainability considerations into infrastructure projects.

Following Ms. McIver's report, Ms. Mamuska-Morris provided an update to the Board concerning Citizens' insurance and risk portfolio, including benchmarking data and insurance analysis for Citizens Energy Group. Following her report, the Chair requested that the Audit and Risk Committee periodically review insurance coverage limits on behalf of the Board.

Next, Mr. Popp presented a report on Customer Service, highlighting initiatives to support customer satisfaction. He was delighted to report that Citizens' Pay Near Me and payment kiosk options were well received by customers, according to the contact center survey conducted by Foresee. He also reported growth in paperless/e-bill and auto-pay customer options. The Chair thanked Mr. Popp for his informative report and commented about the complexity of the organization and the importance to continue its focus on serving the customer.

The Chair invited public comment. There being no public comment, the Board addressed certain governance matters. Following discussion, and upon a motion duly made and seconded, the Board of Directors of Citizens Energy Group unanimously approved the following:

RESOLVED, by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis that each of the individuals listed below are hereby appointed to serve as a director of the Board of Directors of Warm Heart Warm Home Foundation, Inc. for a term of one (1) year, or until his or her successor is appointed and qualified:

Michael Allen
Jeff Ford
Korlon Kilpatrick
Mary Owen
Paul Puckett
Gregory Sawyers
Jodi Whitney

FURTHER RESOLVED, by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis that each of the individuals listed below are hereby appointed to serve as a director of the Board of Directors of Citizens Investment Collaboration on Neighborhoods, Inc. for a term of one (1) year, or until his or her successor is appointed and qualified:

Debi Bardhan
Christopher H. Braun
Jessica Castellanos
Rhonda Harper
Lauren Toppen
John Trypus
Jeffery A. Willman
Phil Zbojniewicz

FURTHER RESOLVED, by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis that, and pursuant to its recognition and continued maintenance of the Service Advisory Board (SAB), David C. George is hereby appointed to serve as the Chair of the SAB for a term of one (1) year or until his successor is appointed and qualified.

The Chair then thanked leadership and all parts of the organization for their efforts over the past year. In addition, he thanked the Board for their service and notified them that all eligible directors were re-elected by the Board of Trustees for service on the Board for 2018. He also informed the Board that Ms. Maria Quintana will join the Board in January to fill the vacancy of retiring director, Ms. Anita Harden.

Thereafter, the Board formally recognized the retirement of Ms. Anita Harden and honored her distinguished service to Citizens Energy Group. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the following:

WHEREAS, Anita J. Harden has served with distinction as a member of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis since 2008; and

WHEREAS, Ms. Harden has contributed her exemplary governance as Chair of the Water Resources Executive Committee for 2017 and Chair of the Public Policy Committee from 2011-2012; and

WHEREAS, Ms. Harden provided tireless service on the Audit and Risk Committee and Water Resources Executive Committee; and

WHEREAS, Ms. Harden has demonstrated her leadership as retired President of Community Hospital East of Indianapolis from 2004 – 2008, notably overseeing the establishment of an endowment to benefit mental health; and

WHEREAS, Ms. Harden, as Interim Executive Director of the Madame Walker Theatre Center, has been instrumental in guiding the Madame Walker leadership team to establish programming that is in the spirit of preserving the legacy of Madame C.J. Walker through arts, entertainment, cultural education, entrepreneurship, and civic engagement; and

WHEREAS, Ms. Harden has generously contributed to this community by serving on numerous boards including The Indianapolis Zoological Society; Christian Theological Seminary; Choices Coordinated Systems of Care, Inc.; and recently being named the chair of the Indiana University School of Nursing's board of advisors; and

WHEREAS, Ms. Harden has attained many awards and honors including the recipient of the highest distinction in Indiana, the Sagamore of the Wabash, granted by Governor Evan Bayh.

NOW THEREFORE BE IT RESOLVED, that we extend our best wishes and gratitude to our colleague, Anita J. Harden, on the occasion of her retirement as a member of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis.

AND FURTHER RESOLVED, that this Board formally expresses its sincere appreciation and thanks for her excellent and untiring contributions and leadership during her tenure as a director to preserve Citizens' vision to fulfill the promise of the Trust to serve our customers and communities with unparalleled excellence.

ADOPTED AND APPROVED this 13 day of December, 2017.

With there being no further business, the meeting was adjourned.

A handwritten signature in blue ink, appearing to read "Daniel C. Appel", written above a horizontal line.

Daniel C. Appel, Chair
Board of Directors

A handwritten signature in blue ink, appearing to read "Jennett M. Hill", written above a horizontal line.

Jennett M. Hill, Assistant Secretary
Board of Directors