

**MINUTES OF THE JOINT MEETING  
OF THE BOARDS OF DIRECTORS OF  
CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.  
HELD NOVEMBER 14, 2018**

Pursuant to notice duly given and posted as required by law, a 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 9:10 a.m., EST, Wednesday, November 14, 2018, at the offices of Citizens Energy Group ("Citizens"), 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana.

Board members present at the meeting were: Daniel C. Appel (Chair), Jeffrey E. Good, Christia Hicks, Anne Nobles, Maria M. Quintana, Phillip A. Terry and Joseph E. Whitsett. Moira M. Carlstedt and J.A. Lacy were unable to attend the meeting.

Present from Citizens: President and Chief Executive Officer, Jeffery 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 Capital Programs and Engineering, Mark Jacob; Vice President and Controller, Sabine Karner; Vice President of Customer Operations, Curtis Popp; Vice President of Regulatory and External Affairs, LaTona Prentice; Vice President of Human Resources and Chief Diversity Officer, Jodi Whitney; Vice President of Water Operations, Jeffrey A. Willman; Director of Corporate Affairs, Jeff Brown; Director of Billing and Customer Service, Jeff Ford; Director of Internal Audit, John Siefer; and Director of Government and External Affairs, Joseph Sutherland.

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 Chair certified that the subjects discussed during the Executive Session of the Board of Directors of CWA Authority, Inc. held on November 14, 2018 was limited solely to the items set forth in the Public Notice, attached as Exhibit "A".

The Chair addressed management's request to approve the filing set forth in Rider F – Universal Service Fund Rider, which authorizes gas account discounts to low income customers eligible for the Universal Service Program. 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 the Rider F – Universal Service Fund Rider Compliance filing made with the Indiana Utility Regulatory Commission effective October 1, 2018 is hereby ratified and approved.

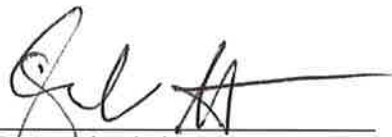
Next, the Board reviewed the proposed measures for the Short Term Incentive Plan (STIP) for Fiscal Year 2019. Ms. Whitney noted that STIP is an at-risk pay component of compensation that applies to and can be impacted by all employees as it relates to the financial trigger and performance measures (overall customer satisfaction, cost containment, and safety). Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the Fiscal Year 2019 Short Term Incentive Plan, attached as Exhibit “B”.

Next, the Chair invited management to provide the Board with an update on customer service operations. Mr. Strohl provided opening remarks reminding the Board that Citizens embarked on the Voice of the Customer initiative five years ago with the goal of performing at a level with those who are the “best in class” companies (across various industries) relative to customer service. He reported that he is pleased with Citizens' progress noting that the driver of these initiatives, Mr. Ford, has steadfastly focused on quality and delivery of customer programs. Then, Mr. Popp presented a report on customer service, highlighting various initiatives and accomplishments supporting the Voice of the Customer initiative.. Mr. Popp reported that Citizens' use of advanced technology continues to enhance the digital engagement experience for customers. As a result of various initiatives, Citizens' website and mobile programs rank at an exceptional level as compared to other companies across various industries.

The Chair invited Mr. Harrison to present the preliminary “Promise of the Trust” report, which he will deliver to the Board of Trustees next month. Mr. Harrison affirmed that the mission of the Trust is to provide safe, reliable services to our customers while being a good steward of the environment; maintain

the lowest possible rates with sound financial management; and build and renew our businesses to remain competitive, add value, and create the greatest long-term benefit for our customers and communities. He previewed various organizational accomplishments during 2018, including the water bond refinancing and other activities that resulted in various savings that were passed along to customers. Mr. Harrison reported that Citizens Gas continues to perform well in the ongoing study of methane emissions by natural gas utilities conducted by the Environmental Defense Fund (EDF). Of the twelve cities EDF studied, Citizens Gas had the lowest number of methane leaks. He also noted that Citizens participated in the tenth annual Sharing of the Dream event by refurbishing Brookside Park.

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



Daniel C. Appel, Chair  
Board of Directors



Jennett M. Hill, Assistant Secretary  
Board of Directors