

**MINUTES OF THE JOINT MEETING
OF THE BOARDS OF DIRECTORS OF
CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.
HELD FEBRUARY 19, 2020**

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 8:50 a.m., EST, Wednesday, February 19, 2020, at the offices of Citizens Energy Group (“Citizens”), 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana.

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

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 Energy Operations, Christopher H. Braun; Vice President of Special Projects, J.P. Ghio; Vice President of Capital Programs and Engineering, Mark C. Jacob; Vice President and Controller, Sabine E. Karner; Vice President of Customer Operations, Curtis H. Popp; Vice President of Regulatory and External Affairs, LaTona S. Prentice; Vice President of Human Resources and Chief Diversity Officer, Jodi L. Whitney; Vice President of Water Operations, Jeffrey A. Willman; Director of Corporate Affairs, Jeff Brown; and Marketing Communications Coordinator, Jennifer Mentink.

Also present at the meeting was Adam Fisk with Caldwell VanRiper.

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 on December 11, 2019. Then, the Board of Directors of Citizens Energy Group (the “Citizens Board”) considered the minutes of its previous meeting. Upon a motion duly made and seconded, the Citizens Board unanimously approved the minutes of the annual meeting of the Board of Directors of Citizens Energy Group held on January 13, 2020. Shortly thereafter, and upon a motion duly made and seconded, the Board of Directors of CWA Authority, Inc. unanimously approved the minutes of the annual meeting of the Board of Directors of CWA Authority, Inc., held on January 13, 2020.

The Chair addressed management’s request to approve the filing set forth in Gas Cost Adjustment (GCA) 145. Upon a motion duly made and seconded, the Citizens 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 updated filing with the Indiana Utility Regulatory Commission (“IURC”) for the proposed gas cost adjustment (“GCA”) rates in Cause No. 37399-GCA 145 for March, April and May, 2020 is hereby approved. Pursuant to the terms of the monthly GCA mechanism, the management and staff hereby are authorized to modify the GCA rates for March, April and May, 2020 in accordance with the terms of in the orders in Cause No. 37399-GCA 75 and Cause No. 37399-GCA 145, which will be approved by the IURC in February, 2020.

Next, the Chair invited Mr. Good to provide a report from the Audit and Risk Committee (the “Audit Committee”). Mr. Good reported that there was positive net income, in part due to decreases in depreciation expenses. He also reported on the adoption of new accounting standards for leases, but noted this new standard had a greater impact on financial disclosures and did not result in a material financial impact for Citizens. He acknowledged that the Audit Committee was satisfied with the preliminary Fiscal Year 2020 First Quarter Financial Statements for Citizens Energy Group and CWA Authority, Inc. and recommended approval to the Board. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the preliminary Fiscal Year 2020 First Quarter Financial Statements for Citizens Energy Group and CWA Authority, Inc.

Mr. Good also reported that the external audit firm, Deloitte and Touche LLP (“Deloitte”), completed its quarterly review with not significant findings to report to the Audit Committee. Mr. Good

stated that the Audit Committee considered both Deloitte's proposed 2020 Audit Engagement Letter Addendum and proposed 2020 Audit Fees for Citizens Energy Group and CWA Authority, Inc., and recommended approval of the same to the Board. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the proposed 2020 Audit Engagement Letter Addendum for Citizens Energy Group and CWA Authority, Inc. Thereafter, and upon a motion duly made and seconded, the Board unanimously approved the proposed 2020 Audit Fees for Citizens Energy Group and CWA Authority, Inc.

Mr. Good continued his report to the Board, noting that Mr. Siefer provided a report to the Audit Committee highlighting the status of assurance and advisory projects completed by internal audit, in which there were no significant findings to report relative to these completed projects. He concluded his report to the Board noting that the Audit Committee conducted its annual review of the Internal Audit Charter (the "Charter") and proposed no changes to the Charter at this time.

The Chair next invited Mr. Brehm to provide a financial update. Mr. Brehm reported that the mild winter has impacted the gas and steam utilities due to declines in energy consumption, noting that steam will face budget challenges this fiscal year which, when coupled with requisite maintenance projects, may be difficult to overcome even through rigorous management of expenses. He underscored that despite all other business units trending to budget, management continues to actively review capital expenses.

The Chair next invited Mr. Harrison to present the report of the President. Mr. Harrison reported on quarterly activities, where he reiterated Mr. Brehm's concerns relative to the declines in consumption for natural gas and steam utilities due to a milder winter. He also addressed the status of construction projects for the new Citizens Reservoir, reminding the Board that this new and increase in water supply served as the lowest cost option for ratepayers. He noted that Citizens plans to host a special event in April 2020 to highlight the reservoir's construction progress and its overall benefits to the system. He also reminded the Board that in August, 2019, the Indiana Department of Environmental Management (IDEM) approved the Use Attainability Analysis (UAA) submitted by CWA Authority, Inc., which is a component

of the CWA Consent Decree that ensures compliance with water quality standards after the full implementation of the Long Term Control Plan by 2025.

He concluded his presentation to the Board by recognizing employee volunteers who participated in a variety of community outreach events. He highlighted the annual Leukemia/Lymphoma Society's *Light the Night Walk*, which featured Citizens' new *H2O to Go* mobile water distribution tap. He also recognized the 12th annual *Sharing the Dream* event, a multi-day community service project that gives employees a chance to serve the community and honor the life of Dr. Martin Luther King, Jr. This year's community project centered on the Fredrick Douglas Park Golf Course clubhouse. He was pleased to report that overall, Citizens and our generous partners donated almost \$100,000 in monetary or in-kind contributions to this community effort. He noted that over the past twelve years, approximately 11,300 employee voluntary hours and almost \$4 million either in-kind or monetary contributions have been donated in support of this annual community service project.

Following Mr. Harrison's report, Mr. Brown reviewed the results of the 2019 Corporate Accountability Survey. He reported that Citizens conduct the survey to garner objective insights from local community leaders in a variety of areas including overall satisfaction and perception, awareness of philanthropic activities, visibility of our employee volunteers, engagement in the community, awareness and recall of advertising and media activities and overall performance ratings. Mr. Brown reported that overall the results of the survey were very positive. He noted that the perception of our community contributions reached its highest level in ten years.

Ms. Mentink then presented the 2020 Integrated Communications Plan. She noted that the objectives of the plan are to increase brand trust and confidence. She reviewed with the Board key messages of the plan, which included helping customers conserve energy and water, making customers' bills easier to pay and helping customers in need. She noted that the campaign seeks to add more visibility for Citizens' *H2O to Go* mobile water distribution tap. Mr. Harrison also affirmed that ratepayer dollars are not used to fund philanthropic or advertising activities.

The Chair then invited public comment. Following public comment from one member of the public, the Chair thanked the individual for his comment.

The Chair invited Mr. Braun to step forward to be recognized by the Board for his outstanding service to Citizens over the course of 33 years. Ms. Nobles recited and proposed that the Board adopt the following resolution in recognition of the impending retirement of Mr. Braun. Upon a motion duly made and seconded, the Board unanimously approved the following:

WHEREAS, the Board of Directors (the “Board”) for Utilities of the Department of Public Utilities of the City of Indianapolis, d/b/a Citizens Energy Group, has engaged Christopher Braun as Vice President, Energy Operations since 2011; and

WHEREAS, Mr. Braun has been instrumental in ensuring safe, reliable and affordable natural gas, steam, and chilled water services to the Indianapolis area for more than 33 years; and

WHEREAS, Mr. Braun has been instrumental in more than \$650 million of investments in Citizens’ natural gas system that have made it one of the safest urban systems in the U.S.; and

WHEREAS, Mr. Braun has helped enhance the efficiency, affordability and sustainability of the Citizens steam system through the 2014 conversion of the Perry K Steam Plant to natural gas; and

WHEREAS, Mr. Braun has helped Citizens’ natural gas utility reduce the average customer’s natural gas bill more than 40 percent over the past decade by leveraging lower natural gas prices through long-term contracts and effective use of storage; and

WHEREAS, Mr. Braun has been instrumental in ensuring the retention of key Citizens steam and chilled water customers; and

WHEREAS, Mr. Braun has held various leadership positions at the American Gas Association and the Indiana Energy Association focused on natural gas safety, construction, and maintenance; and

WHEREAS, Mr. Braun is a member of various professional organizations including the National Society of Professional Engineers, the Indiana Society of Professional Engineers and Indiana 811; and

WHEREAS, Mr. Braun previously served as a member of the Citizens Investment Collaboration on Neighborhoods, Inc. Board of Directors and the Warm Heart Warm Home Foundation, Inc.TM Board of Directors and currently serves on the Red Cross Advisory Board.

NOW THEREFORE BE IT RESOLVED, by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, that Christopher Braun, is recognized for 33 years of loyal and dedicated service to Citizens Energy Group.

AND FURTHER RESOLVED, that the Board expresses its deepest appreciation to Christopher Braun for his unwavering commitment to Citizens' vision to fulfill the promise of the Trust to serve our customers and communities with unparalleled excellence and integrity.

There being no further business, the meeting was adjourned.

DocuSigned by:

Anne Nobles

53DD3A38FC34450...

Anne Nobles, Chair
Board of Directors

DocuSigned by:

Jennett M. Hill

82F7C25EF884494...

Jennett M. Hill, Assistant Secretary
Board of Directors