

**MINUTES OF THE JOINT MEETING
OF THE BOARDS OF DIRECTORS OF
CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.
HELD JUNE 17, 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 electronically, via video-conference, at 8:20 a.m., EST, Wednesday, June 17, 2020, consistent with prevailing executive orders governing such meetings resulting from the Governor’s declaration of a public health emergency for the coronavirus disease 2019 outbreak (COVID-19).

All Board members were present at the meeting: Anne Nobles (Chair), Daniel C. Appel, Moira M. Carlstedt (Secretary), 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, J.P. Ghio; Vice President of Capital Programs and Engineering, Mark C. Jacob; Vice President and Controller, Sabine E. Karner; Vice President of Information Technology, John F. Lucas; 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 Environmental Stewardship, Ann McIver; and Senior Manager of Corporate Affairs, Shannon Stahley.

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

The Chair requested that the Secretary administer the roll call and instructed members to register their presence in a voice roll call. All members of the Board announced their presence during the roll call. A quorum of nine members being present and accounted for, 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 addressed management's request to approve the filing set forth in Gas Cost Adjustment (GCA) 146. Upon a motion duly made and seconded, the Board of Directors for Citizens Energy Group (the "Citizens Board") unanimously approved the following resolution by roll call vote; viz:

9 YEAS: Appel, Carlstedt, Good, Hicks, Lacy, Nobles, Quintana, Terry, and Whitsett

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 146 for June, July and August, 2020 is hereby approved and ratified. Pursuant to the terms of the monthly GCA mechanism, the management and staff hereby are authorized to modify the GCA rates for June, July and August, 2020 in accordance with the terms of Orders in Cause No. 37399-GCA 75 and Cause No. 37399-GCA 146, which were approved by the IURC in May, 2020.

The Chair also addressed management's request to approve the filing set forth in Fuel Cost Adjustment (FAC) 57. Upon a motion duly made and seconded, the Citizens Board unanimously approved the following resolution by roll call vote; viz:

9 YEAS: Appel, Carlstedt, Good, Hicks, Lacy, Nobles, Quintana, Terry, and Whitsett

RESOLVED by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis that the proposed fuel cost adjustment ("FAC") rate in Cause No. 41969-FAC 57 of \$0.48267 to be effective May 1, 2020, subject to approval by the Indiana Utility Regulatory Commission is hereby approved and ratified.

Next, the Chair invited Ms. McIver to review a recommendation to appoint the Administrative Hearing Officer for CWA Authority, Inc., pursuant to Resolution No. CWA 3-2011. Following discussion, and upon a motion duly made and seconded, the Board of Directors of CWA Authority, Inc. unanimously approved the following resolution by roll call vote; viz:

9 YEAS: Appel, Carlstedt, Good, Hicks, Lacy, Nobles, Quintana, Terry, and Whitsett

WHEREAS, on March 29, 2016, the United States Environmental Protection Agency delegated to CWA Authority, Inc. ("CWA") authorization to implement the federally-mandated Industrial Pretreatment Program (the "Program"); and

WHEREAS, the Board of Directors of CWA (the "CWA Board") adopted Resolution No. CWA 3-2011 establishing enforcement procedures to support the implementation of the Program; and

WHEREAS, Section 5 of Resolution No. 3-2011, requires that “[t]he administrative adjudication of a violation under this resolution shall be presided over by an administrative hearing officer appointed by the [CWA] Board[.]”; and

WHEREAS, the Board acknowledges that management has presented the CWA Board with an individual qualified to serve as the administrative hearing officer consistent with Resolution No. 3-2011; and

WHEREAS, the CWA Board desires to appoint such individual as the administrative hearing officer to act in the capacity outlined in Resolution No. CWA 3-2011.

NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD OF DIRECTORS OF CWA AUTHORITY, INC., AS FOLLOWS:

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

SECTION 2. The CWA Board hereby appoints Mr. John C. Krause, Esq., as the administrative hearing officer, to address violations pursuant to and consistent with Resolution No. CWA 3-2011 and to serve in such capacity for a term of three (3) years.

SECTION 3. This appointment is effective this 17th day of June 2020 and will expire three (3) years from the date of this appointment unless terminated earlier either by resignation of the appointed administrative hearing officer or by action of the CWA Board.

The Board then considered management’s request to approve the fulfillment of Citizens’ Severance Pay Program benefits for retired officer, Christopher H. Braun. Upon a motion duly made and seconded, the Citizens Board unanimously approved the following resolution by roll call vote; viz:

9 YEAS: Appel, Carlstedt, Good, Hicks, Lacy, Nobles, Quintana, Terry, and Whitsett

WHEREAS, the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis (the “Board”) acknowledged and recognized Christopher H. Braun for his thirty-three (33) years of loyal and dedicated service to the Department of Public Utilities of the City of Indianapolis d/b/a Citizens Energy Group during the Board’s last meeting; and

WHEREAS, the Board has determined that Mr. Braun is eligible for the severance benefit under the Citizens Energy Group Severance Pay Program (the “Program”).

NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD OF DIRECTORS FOR UTILITIES OF THE DEPARTMENT OF PUBLIC UTILITIES OF THE CITY OF INDIANAPOLIS (the “Board”), that:

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

SECTION 2. The Board hereby certifies that in view of his many years of service to Citizens Energy Group and pursuant to Section 5 of the Program, the Board hereby certifies that Christopher H. Braun, has retired from Citizens Energy Group as the Vice President, Energy Operations, and is eligible to receive the severance benefit, attached as Exhibit A to this resolution, to which he is entitled under the Program for reason of his retirement from Citizens Energy Group.

Thereafter, Mr. Harrison was invited to present the report of the President. Mr. Harrison reported on the progress of the new Customer Information System (CIS2020) project, including recognition of the project leadership team and the continued efforts to sustain measures to implement the new bill replacement system by advancing to the testing phase. He reminded the Board that the CIS2020 project is a very significant, complex computer upgrade that must integrate into other programs and technology platforms to improve the customer experience. Mr. Harrison commended the staff's dedication in executing this project and staying on track, despite challenges surrounding the COVID-19 global pandemic, highlighting that CIS2020 is scheduled to launch July 27, 2020.

There being no further business, the meeting was adjourned.

DocuSigned by:

Anne Nobles

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Anne Nobles, Chair
Board of Directors

DocuSigned by:

Jennett M. Hill

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Jennett M. Hill, Assistant Secretary
Board of Directors