

**MINUTES OF THE JOINT MEETING
OF THE BOARDS OF DIRECTORS OF
CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.
HELD FEBRUARY 16, 2022**

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 (“Citizens”) and the Board of Directors of CWA Authority, Inc. (jointly referred to as the “Board” unless otherwise noted) convened at 9:05 a.m., EST, Wednesday, February 16, 2022, at the offices of 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, Sherry D. Davis, Jeffrey E. Good, Christia Hicks, J.A. Lacy, Maria M. Quintana, and Phillip A. Terry.

Present from Citizens: Jeffrey A. Harrison, President and Chief Executive Officer; John R. Brehm, Senior Vice President and Chief Financial Officer; Craig L. Jackson, Senior Vice President of Special Projects; Joseph M. Perkins, Jr., Senior Vice President and General Counsel; Michael D. Strohl, Senior Vice President and Chief Customer Officer; J.P. Ghio, Vice President of Energy Operations; Mark C. Jacob, Vice President of Capital Programs and Engineering; Sabine E. Karner, Vice President and Controller; John F. Lucas, Vice President of Information Technology; Curtis H. Popp, Vice President of Customer Operations; LaTona S. Prentice, Vice President of Regulatory and External Affairs; Jodi L. Whitney, Vice President of Human Resources and Chief Diversity Officer; Jeffrey A. Willman, Vice President of Water Operations; Jeff Brown, Director of Corporate Affairs; Korlon Kilpatrick, Director of Regulatory Affairs; Joseph Sutherland, Director of Government and External Affairs; Shannon Stahley, Associate Director of Corporate Affairs; Michael E. Allen, Associate General Counsel; Lauren Toppen, Counsel II; and Jennifer Mentink, Marketing Communications Coordinator.

Also present at the meeting were Kevin Flynn with Caldwell VanRiper and Richard J. Thrapp with Ice Miller LLP.

The meeting was called to order by the Chair of the Board. The Chair requested Board members 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 15, 2021.

Next, the Board of Directors of Citizens (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 Citizens Board held on January 10, 2022.

Shortly thereafter, and upon a motion duly made and seconded, the Board of Directors of CWA Authority, Inc. (the "CWA Board") unanimously approved the minutes of the annual meeting of the CWA Board held on January 10, 2022.

The Chair addressed management's request to approve the filing set forth in Gas Cost Adjustment 153. Upon a motion duly made and seconded, the Citizens Board unanimously ratified and approved the following resolution:

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 153 for March, April and May 2022, 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 2022, in accordance with the terms of the Cause No. 37399-GCA 75 Order and the Order in Cause No. 37399-GCA 153, which will be approved by the IURC in February 2022.

Next, the Chair opened a Public Hearing of CWA Authority, Inc. and invited Mr. Willman to discuss the proposed resolution concerning the acquisition of additional sewage works in the city of Indianapolis. Mr. Willman noted that the resolution requests the CWA Board to authorize management to execute an Asset Purchase Agreement to be entered into by and between CWA Authority, Inc. and Aqua Indiana, Inc. and proceed with the acquisition and transfer of Aqua's Southeastern Utilities System assets, customers, and service territory located in Southeast Marion County. Upon inquiry from the CWA Board,

Mr. Willman reported that initial expenses associated with the acquisition will be \$225,000, as well as approximately \$1 million in total for other expenses related to the cost for connecting and transferring customers over to the system and retiring the existing treatment plant. Upon inquiry from the CWA Board, Mr. Willman highlighted various environmental benefits for retiring the existing treatment plant, including CWA's engagement with Indiana Department of Environmental Management ("IDEM") to decommission the plant. Next, the Chair noted there were no written comments received and called for any public comments related to the procedure consistent with the legal notice of hearing published on February 5, 2022. There being no public comments, the Chair requested a motion from the CWA Board to adopt the proposed resolution. Following discussion, and upon a motion duly made and seconded, the CWA Board unanimously approved the following resolution:

WHEREAS, CWA Authority, Inc. ("CWA"), is an Indiana nonprofit corporation established pursuant to Indiana Code Article 23-17, Indiana Code Chapters 36-1-7 and 8-1-11.1 and the "Interlocal Cooperation Agreement for the Provision of Utility Services (Wastewater)" (the "Interlocal Agreement") entered into by and among the Department of Public Utilities of the City of Indianapolis, acting by and through the Board of Directors for Utilities, the City of Indianapolis, and the Sanitary District of the City, acting by and through the Board of Public Works (capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Interlocal Agreement); and

WHEREAS, the Interlocal Agreement established CWA as a separate legal entity organized as an Indiana nonprofit corporation for the purpose of exercising all of the respective rights, powers, functions and duties of the City, the District and Citizens that are necessary, useful or appropriate to furnishing wastewater collection and treatment services, excluding in the case of the City and District, taxing power and taxing authority; and

WHEREAS, pursuant to the Interlocal Agreement and Special Ordinance No. 7-2010 passed by the City-County Council and signed by the Mayor of Indianapolis, the City, the District, and Citizens delegated to and transferred to CWA all rights, powers, functions and duties of the City, the District and Citizens (excluding in the case of the City and the District, taxing power and taxing authority) that are necessary, useful or appropriate to furnishing wastewater collection and treatment services and/or having jurisdiction over disposal of sewage, industrial wastes or other wastes and all such rights, powers, functions and duties were vested in CWA; and

WHEREAS, certain of the delegated and transferred powers of the City and the District, with respect to furnishing wastewater collection and treatment services, having jurisdiction over disposal of sewage, industrial wastes or other wastes and the operation of sewage works generally are derived without limitation from Indiana Code Chapter 36-9-23 and Indiana Code Chapter 36-9-25, respectively, and certain of the delegated powers of Citizens are derived from Indiana Code Chapter 8-1-11.1, without limitation; and

WHEREAS, in addition to the powers vested in CWA through the Interlocal Agreement, CWA has all of the powers of an Indiana nonprofit corporation; and

WHEREAS, pursuant to the powers and authority granted to it by the Interlocal Agreement and the Indiana Nonprofit Corporation Act of 1991 (Indiana Code Article 23-17), as amended, CWA among other things: (a) is qualified to own, operate, and finance sewage works under various federal and state statutes or regulations; (b) is a nonprofit corporation; (c) has all powers of Citizens, the City and District necessary, useful or appropriate for acquisition, ownership and operation of sewage works; (d) is a public body created pursuant to Indiana Code Chapter 36-1-7; (e) is a political subdivision and instrumentality of the State of Indiana and thus, a “municipality” under 11 United States Code Section 101(40); and (f) has the same power and authority with respect to debt, bond and other financing as the City, the District and Citizens; and

WHEREAS, powers of CWA that are useful and appropriate to furnishing wastewater collection and treatment services and/or having jurisdiction over disposal of sewage, industrial wastes or other wastes, include without limitation authority under Indiana Code Section 36-9-23-10 of the “works board or other appropriate body of [a] municipality” to acquire sewage works by resolution, authority under Indiana Code Section 36-9-25-9 to “purchase, acquire, construct, reconstruct, operate, repair, and maintain all sewage works” and authority under Indiana Code Section 8-1-11.2-1 to “purchase the whole or any part of the property of a public utility”; and

WHEREAS, pursuant to an Asset Purchase Agreement consummated on August 26, 2011, CWA acquired the wastewater utility assets and sewage works formerly owned by the City and the District (the “CWA Sewage Works”); and

WHEREAS, the CWA Sewage Works serve over 242,000 retail customers within Marion County, Indiana, and include over 3,200 miles of collection system piping and two advanced wastewater treatment plants (“AWTPs”), the Belmont AWTP and the Southport AWTP, that have respective peak day capacities of up to 300 million and 250 million gallons per day; and

WHEREAS, Aqua Indiana, Inc. (“Aqua”) is an Indiana corporation and a public utility as defined in Indiana Code Section 8-1-2-1 and owns regulated wastewater collection and treatment sewage works (the “Southeastern Utilities Sewage Works”) serving retail customers in an area in southeastern Marion County, Indiana as authorized by the Indiana Utility Regulatory Commission (the “Commission”) in Orders issued on January 15, 1997 in Cause No. 40619 and September 23, 2020 in Cause No. 45385 (the “Southeastern Utilities Area”); and

WHEREAS, the Southeastern Utilities Sewage Works serves approximately 97 customers in the Southeastern Utilities Area and consists of 7,160 feet of gravity sewage collection piping and a 32,500 gallon per day wastewater treatment plant; and

WHEREAS, CWA and Aqua are negotiating at arms-length and propose to enter into an Asset Purchase Agreement providing for the acquisition by CWA of all of the assets that are included as a part of the Southeastern Utilities Sewage Works, with the exception of certain excluded assets, as well as for the transfer of the Southeastern Utilities Area to CWA, which includes the transfer of any and all service rights and customers of Aqua in that area (the “Acquired Assets”) subject to obtaining necessary approvals from the Commission pursuant to Indiana Code Section 8-1-2-83; and

WHEREAS, upon completion of the acquisition, the Acquired Assets would be owned and operated as a part of the CWA Sewage Works and the customers in the Southeastern Utilities Area would become CWA customers, including being subject to

CWA's current rates and charges and terms and conditions for service as approved by the Commission; and

WHEREAS, the Southeastern Utilities Area is wholly surrounded by the CWA Sewage Works and CWA anticipates consolidation of the Southeastern Utilities Sewage Works into the CWA Sewage Works will result in efficiencies with respect to the provision of water and wastewater utility services within Marion County; and

WHEREAS, CWA's acquisition of the Southeastern Utilities Sewage Works is not expected to require CWA to issue debt; and

WHEREAS, the Board of Directors of CWA (the "CWA Board") has determined it would be desirable for CWA, consistent with its authority as a nonprofit corporation and the powers granted to it including but not limited to powers by and through the Interlocal Agreement, to acquire the Acquired Assets for a purchase price equal to the lower of the net book value of such assets or \$225,000; and

WHEREAS, the notice of a hearing on the CWA Board's adoption of this Resolution and to consider the matters addressed in this Resolution was published at least ten (10) days prior to the hearing, in accordance with Indiana Code Chapter 5-3-1; and

WHEREAS, the CWA Board conducted a public hearing to consider testimony from all interested members of the public and to consider the evidence presented at the hearing; and

WHEREAS, the CWA Board, after considering all such testimony and evidence, desires to adopt this Resolution.

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

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

SECTION 2. The CWA Board hereby approves the acquisition of the Acquired Assets for a purchase price equal to the lower of the net book value of such assets or \$225,000 (the "Purchase Price") and approves, confirms, and ratifies the negotiation, execution, delivery, and performance of an Asset Purchase Agreement setting forth the foregoing Purchase Price and other reasonable and customary terms. The officers of CWA, and each of them (collectively, the "Authorized Officers" and each an "Authorized Officer") singly or otherwise are hereby authorized and directed to take such steps or actions and execute and deliver the Asset Purchase Agreement, forms, certifications, and other papers as the Authorized Officer or Authorized Officers may determine to be necessary, appropriate or desirable to carry out these Resolutions, including without limitation taking all steps to obtain Commission approvals, with such changes in form or substance to the Asset Purchase Agreement, forms, certifications, or other papers as the Authorized Officer or Authorized Officers 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 taking of any action or the execution of any instrument by an Authorized Officer or Authorized Officers in connection with the foregoing Resolutions shall be conclusive of such Authorized Officer's or Authorized Officers' determination that the same was necessary to serve the best interests of CWA.

SECTION 4. Any and all acts taken, and any and all agreements or other instruments executed, on behalf of CWA by an Authorized Officer or Authorized Officers

prior to the execution hereof in furtherance of the foregoing Resolutions are hereby ratified, confirmed, adopted and approved.

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 this Resolution.

SECTION 6. Notice of the adoption and purport of this Resolution shall immediately be given by publication in accordance with Indiana Code Chapter 5-3-1.

SECTION 7. The Resolutions set forth herein shall be effective as of February 16, 2022.

There being no other business, the Chair closed the Public Hearing of CWA Authority, Inc.

Next, the Chair invited Mr. Good to provide a report of the Audit and Risk Committee (the “Audit Committee”). Mr. Good reported that the Audit Committee reviewed the preliminary Fiscal Year (FY) 2022 First Quarter Financial Statements for Citizens Energy Group and CWA Authority, Inc. He reported that overall combined net income was up \$6 million from the prior year, in part due to the refinancing of wastewater utility bonds. He noted that liquidity for the enterprise remains good, and that Citizens has sufficient funds to meet its obligations. He further reported that the Committee was satisfied with the preliminary FY 2022 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 FY 2022 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 no concerns to report to the Committee. Mr. Good noted that the audit committee, as described and used in Indiana Code §5-11-1-24.4(e), considered and approved both Deloitte’s proposed 2022 Audit Engagement Letter Addendum and proposed 2022 Audit Fees for Citizens Energy Group and CWA Authority, Inc. He further reported that Deloitte’s fee quote considered an approximate 5 percent increase due to increased cost of labor for Deloitte; however, despite the increase, Deloitte’s fees have remained stable. Following discussion, and upon a motion duly made and seconded, the Board unanimously approved the proposed 2022 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 2022 Audit Fees for Citizens Energy Group and CWA Authority, Inc.

Mr. Good also reported that Ms. Shunk provided the Audit Committee with an update on internal audit activities. He noted that Ms. Shunk reported that the planned audit projects for Internal Audit's current audit plan remains on track for timely completion. He noted that the Audit Committee received a summary report on steam operations compliance processes and were no matters of concern to report to the Board.

The Chair invited Mr. Jackson to provide a financial report. Mr. Jackson reported that current projections for fiscal year 2022 were tracking within budget. He reported that despite higher than budget operations and maintenance costs, largely due to electricity cost increases and supply chain challenges, including incremental cost in chemical and fuel charges, the primary drivers for the favorable budget variance, in part are due to lower depreciation and interest expenses related to delayed in-service dates of certain consent decree assets and the impact of decreased non-service pension costs. Mr. Jackson also reported that liquidity across all business units remain very good, noting that all debt service and capitalization covenants are in compliance.

The Chair invited Mr. Harrison to present the report of the President. Mr. Harrison discussed the impact of the pandemic on the workforce, noting that as Citizens continues to strongly encourage vaccinations, safety protocols deployed to protect employees, customers, and communities to mitigate the spread of COVID-19, including the Omicron variant of the COVID-19 virus, have been maintained.

Mr. Harrison also reported on customer impacts of the public health emergency caused by COVID-19, noting that Citizens continues to enter into flexible arrangements with customers, which can extend for up to 12 months. He reported that since the beginning of the pandemic in March 2020, Citizens has entered into nearly 86,000 flexible payment arrangements with customers. He underscored that Citizens continues its outreach efforts with customers and community partners to help keep customers connected and informed about customer assistance programs, including the Universal Service Program, Warm Heart Warm Home Foundation, Low-Income Customer Assistance Program (LICAP) for wastewater customers, and Low-Income Home Energy Assistance Program (LIHEAP) for gas customers. Upon inquiry from the Board, Mr.

Strohl discussed unknown factors impacting Citizens' ability to write-off or establish a reserve for deferred payments caused by the pandemic. Mr. Strohl noted that an extraordinary amount of funds are earmarked to help customers through the American Rescue Plan Act, however there are difficulties in the enrollment process which is not controlled by Citizens. He concluded that although Citizens' approach is slightly undetermined, Citizens remains available to help facilitate the process of getting customers enrolled in customer assistance programs.

Following Mr. Harrison's report, Mr. Brown reviewed the results of the 2021 Corporate Accountability Survey. He reported that Citizens conducts the survey to gather objective insights from local community leaders in a variety of areas including overall satisfaction and perception, awareness of philanthropic activities, visibility of our employees volunteering in the community, awareness and recall of advertising and media activities, and overall performance ratings. He reported that despite a decline in overall satisfaction from 2020, overall perception remained high and consistent with historical figures.

Ms. Mentink then presented the 2022 Integrated Communications Plan. She noted that the objectives of the plan are to demonstrate and reinforce Citizens' "Customer First" culture, develop targeted messages for our key segments, promote our local, community outreach and involvement, and educate customers about our safe, reliable services.

Then, the Chair recognized Mr. Brehm and Ms. Prentice for their impact on Citizens Energy Group over the span of their respective careers. Ms. Nobles recited and proposed that the Board adopt the following resolution in recognition of the retirement of Mr. Brehm. Upon a motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, d/b/a Citizens Energy Group (or "Citizens"), has engaged John R. Brehm as Senior Vice President & Chief Financial Officer since 2005; and

WHEREAS, Mr. Brehm has provided vital leadership that has secured sound financial foundations for all Citizens Energy Group utilities; and

WHEREAS, Mr. Brehm has helped create and foster a cost-conscious culture at Citizens Energy Group that has supported the strong financial fundamentals of all Citizens Energy Group utilities and the affordability of rates; and

WHEREAS, Mr. Brehm has helped ensure the efficient financing of vital Citizens system investment projects that has helped reduce ongoing capital budgets; and

WHEREAS, Mr. Brehm has provided leadership ensuring the highest levels of financial integrity and accountability across the Citizens organization; and

WHEREAS, Mr. Brehm has had a distinguished 47-year career in the utility industry, including serving as Treasurer and Chief Financial Officer of Indianapolis Power & Light prior to joining Citizens Energy Group; and

WHEREAS, Mr. Brehm has been a valued mentor instrumental in the development of the next generation of leaders at Citizens; and

WHEREAS, Mr. Brehm has actively supported higher quality of life in Indianapolis through service on non-profit organization boards including the Near North Development Corporation, the Indiana Humanities Council, the Indiana Zoological Society and the United Way of Central Indiana.

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 John R. Brehm, is recognized for 17 years of loyal and dedicated service to Citizens Energy Group.

FURTHER RESOLVED, that the Board expresses its deepest appreciation to John R. Brehm 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.

Thereafter, and upon a motion duly made and seconded, the Board unanimously approved the following resolution in recognition of the retirement of Ms. Prentice:

WHEREAS, the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, d/b/a Citizens Energy Group (or “Citizens”), has engaged LaTona S. Prentice as Vice President of Regulatory & External Affairs since 2011; and

WHEREAS, Ms. Prentice has been a leader in ensuring the successful development and execution of regulatory strategies for Citizens natural gas, steam, water and wastewater utilities; and

WHEREAS, Ms. Prentice has been instrumental in developing regulatory strategies that support the reliable delivery of utility services and the efficient completion of vital system improvement projects; and

WHEREAS, Ms. Prentice has led successful regulatory strategies that have created and sustained vital customer assistance programs including the Universal Service Program and the Low-Income Customer Assistance Program; and

WHEREAS, Ms. Prentice has led successful regulatory strategies that have helped create firm financial foundations for all Citizens utility systems; and

WHEREAS, Ms. Prentice has extended her leadership role to the oversight of external affair matters, including various aspects of Citizens’ remediation efforts; and

WHEREAS, Ms. Prentice has graciously help guide the development of a new generation of leaders at Citizens; and

WHEREAS, Ms. Prentice has been an exemplary leader in the utility industry including serving as Chairperson of the Indiana Energy Association Gas Rates / Regulatory Committee and Chairperson of the Rates and Regulatory Issues Committee of the American Gas Association; and

WHEREAS, Ms. Prentice has actively served the community during her distinguished career including serving on the WFYI Community Impact Committee.

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 LaTona S. Prentice, is recognized for 38 years of loyal and dedicated service to Citizens Energy Group.

FURTHER RESOLVED that the Board expresses its deepest appreciation to LaTona Prentice for her 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 Chair adjourned the meeting.

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Anne Nobles, Chair
Board of Directors

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Michael D. Strohl, Assistant Secretary
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