

**NOTICE AND AGENDA**  
**SPECIAL MEETING OF**  
**THE BOARD OF DIRECTORS OF**  
**CITIZENS ENERGY GROUP**  
**FRIDAY, AUGUST 6, 2010**  
**8:30 a.m.**

---

---

**EXECUTIVE SESSION**  
**8:30 a.m.**

The Board of Directors of Citizens Energy Group (“CEG”) will hold an Executive Session at 8:30 a.m., on Friday, August 6, 2010, in the Board Room at CEG’s offices, located at 2020 North Meridian Street, Indianapolis, Indiana, for the purpose of discussing the subject matters set forth below. The Public Session will immediately follow:

**EXECUTIVE SESSION:**

- I. Discussion of Records Classified as Confidential by State or Federal Statute Pursuant to IC 5-14-1.5-6.1(b)(7), IC 5-14-3-4(a)(4), and IC 5-14-3-4(b)(6).
  - II. Discussion of Strategy with Respect to Litigation that is Pending, Not Including Competitive Adversaries, Pursuant to IC 5-14-1.5-6.1(b)(2)(B).
- 
- 

**PUBLIC SESSION**  
**AUDITORIUM**  
**9:00 a.m.**

- I. Call to Order: Martha Lamkin
- II. Approval of Minutes of the Meetings of the Board of Directors held April 7, 2010, April 14, 2010, and July 14, 2010: Martha Lamkin **(ACTION)**
- III. Certification of Topics Discussed at Executive Session: Martha Lamkin **(ACTION)**
- IV. Public Hearing on Approval of Interlocal Agreement: Martha Lamkin
- V. Approval of Interlocal Agreement: Martha Lamkin **(ACTION)**
- VI. Water and Sewer Transaction Information: Martha Lamkin
  - Synergies
  - Fairness Opinion
  - Due Diligence
- VII. Public Comment: Martha Lamkin
- VIII. Other Business: Martha Lamkin
- IX. Adjournment: Martha Lamkin