

**MINUTES OF THE SPECIAL MEETING OF THE**  
**BOARD OF TRUSTEES FOR UTILITIES**  
**HELD ON MAY 11, 2009**

The Special Meeting of the Board of Trustees for Utilities of the Department of Public Utilities of the City of Indianapolis was held on May 11, 2009 at 9:00 A.M., E.S.T., in the Citizens Energy Group Board Room located at 2020 North Meridian Street, Indianapolis, Indiana, pursuant to notice.

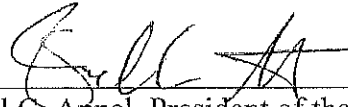
The Special Meeting was called to order by the President of the Board of Trustees, Daniel C. Appel. Trustees present at the meeting were Daniel C. Appel, Kathryn G. Betley, Daniel F. Evans, Jr. and Gerald L. Bepko. Also present were Martha Lamkin and Anita Harden from the Board of Directors for Utilities, Carey B. Lykins, President and Chief Executive Officer, John R. Brehm, Sr. Vice President and Chief Financial Officer, William A. Tracy, Sr. Vice President Operations, M. Jean Richcreek, Sr. Vice President Administration, John R. Whitaker, Sr. Vice President and General Counsel and Michael B. Cracraft of Hackman Hulett & Cracraft, LLP.

President Appel announced that the first order of business was the consideration for approval of the Minutes of the Annual Meeting of the Board of Trustees held December 1, 2008. Upon motion by Daniel F. Evans, Jr., seconded by Gerald L. Bepko, the Minutes of the December 1, 2008 Annual Meeting were approved, as presented.

President Appel announced that the next order of business was consideration of potential nominees to fill the vacant position on the Board of Trustees due to the resignation of Fred D. Scott, which became effective on April 1, 2009. After a discussion of possible candidates, upon motion by Kathryn G. Betley, seconded by Daniel F. Evans, Jr., Dennis E. Bland was nominated by unanimous vote to serve for the remainder of Fred D. Scott's term, or until December 31, 2009.

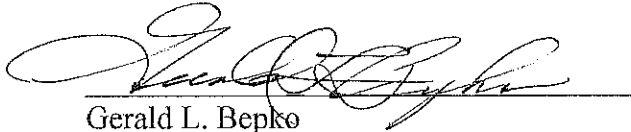
President Appel announced that the next order of business was the election of a Vice President of the Board of Trustees. Upon motion by Daniel C. Appel, seconded by Daniel F. Evans, Jr., Kathryn G. Betley was nominated by unanimous vote to the office of Vice President of the Board of Trustees.

There being no further business to come before the Special Meeting, it was adjourned at approximately 10:30 a.m.



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Daniel C. Appel, President of the  
Board of Trustees



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Gerald L. Bepko  
Secretary of the Board of Trustees