

NOTICE & AGENDA

MEETING OF THE
AUDIT & RISK COMMITTEE OF THE
BOARD OF DIRECTORS FOR CITIZENS ENERGY GROUP
2150 DR. MARTIN LUTHER KING, JR. STREET, INDIANAPOLIS, INDIANA 46202
WEDNESDAY, MAY 18, 2022

The Audit & Risk Committee of the Board of Directors for Citizens Energy Group will meet in Public Session beginning at 7:30 a.m. on Wednesday, May 18, 2022 in the Boardroom at the offices of Citizens Energy Group located at 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana, for the purpose of discussing the subject matters set forth below.

PUBLIC SESSION

- I. Call to Order: J. Good
- II. Approval of the Minutes of the Meeting of the Audit & Risk Committee held on February 16, 2022: J. Good **(ACTION)**
- III. Report of Enterprise Risk Management: J. Bailey
- IV. Report of Internal Audit: K. Kilpatrick
- V. Motion to Recommend Approval to the Board: J. Good **(ACTION)**
- VI. Report of Vice President & Controller: S. Karner
- VII. Report of External Auditor: Deloitte & Touche LLP
- VIII. Motion to Recommend Board Approval: J. Good **(ACTION)**
- IX. Other Business: J. Good
- X. Adjournment: J. Good

NOTICE & AGENDA

MEETING OF THE
COMPENSATION & FINANCE COMMITTEE OF THE
BOARD OF DIRECTORS FOR CITIZENS ENERGY GROUP
2150 DR. MARTIN LUTHER KING, JR. STREET, INDIANAPOLIS, INDIANA 46202
WEDNESDAY, MAY 18, 2022

The Compensation & Finance Committee of the Board of Directors for Citizens Energy Group will meet in Public Session beginning at 8:00 a.m. on Wednesday, May 18, 2022 in the Operations Conference Room located at 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana, for the purpose of discussing the subject matter set forth below.

PUBLIC SESSION

- I. Call to Order: C. Hicks
- II. Approval of the Minutes of the Meeting of the Compensation & Finance Committee of Citizens Energy Group held on January 10, 2022: C. Hicks **(ACTION)**
- III. Certification of Topics Discussed at the Executive Session of the Compensation & Finance Committee held February 16, 2022: C. Hicks **(ACTION)**
- IV. Report of External Consultants: Willis Towers Watson
- V. Report of the Chair: C. Hicks
- VI. Adjournment: C. Hicks

NOTICE & AGENDA

JOINT MEETING OF THE

BOARDS OF DIRECTORS FOR CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.

2150 DR. MARTIN LUTHER KING, JR. STREET, INDIANAPOLIS, INDIANA 46202

WEDNESDAY, MAY 18, 2022

The Boards of Directors of Citizens Energy Group and CWA Authority, Inc. will meet in Executive Session beginning at 8:40 a.m. on Wednesday, May 18, 2022 in the Boardroom at the offices of Citizens Energy Group located at 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana, for the purpose of discussing the subject matters set forth below.

- I. For discussion of strategy with respect to the initiation of litigation that is either pending or has been threatened in writing pursuant to Indiana Code 5-14-1.5-6.1(b)(2)(B)
 - II. For discussion of strategy with respect to the purchase or lease of real estate property by the governing body up to the time a contract or option to purchase or lease is executed by the parties pursuant to Indiana Code 5-14-1.5-6.1(b)(2)(D)
 - III. To discuss information and intelligence intended to prevent, mitigate, or respond to the threat of terrorism pursuant to Indiana Code 5-14-1.5-6.1(b)(13)
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EXECUTIVE SESSION

NOTICE & AGENDA

JOINT MEETING OF THE
BOARDS OF DIRECTORS FOR CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.
2150 DR. MARTIN LUTHER KING, JR. STREET, INDIANAPOLIS, INDIANA 46202
WEDNESDAY, MAY 18, 2022

The Boards of Directors of Citizens Energy Group and CWA Authority, Inc. will meet in Public Session beginning at 9:45 a.m. on Wednesday, May 18, 2022 in the Boardroom at the offices of Citizens Energy Group located at 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana, for the purpose of discussing the subject matters set forth below.

PUBLIC SESSION

- I. Call to Order: A. Nobles
- II. Request for Board members to recuse themselves from any action items on the agenda if there is a conflict: A. Nobles
- III. Approval of the Minutes of the Joint Meeting of the Boards of Directors of Citizens Energy Group and CWA Authority, Inc. held on February 16, 2022: A. Nobles **(ACTION)**
- IV. Certification of Topics Discussed at the Executive Session of the Boards of Directors of Citizens Energy Group and CWA Authority, Inc. held May 18, 2022: A. Nobles **(ACTION)**
- V. Citizens Energy Group Board Approval: A. Nobles **(ACTION)**
- VI. Report of the Vice President of Human Resources and Chief Diversity Officer: J. Whitney
- VII. Citizens Energy Group Board Approval: A. Nobles **(ACTION)**
- VIII. Report of the Audit and Risk Committee: J. Good
- IX. Board Approval: A. Nobles **(ACTION)**
- X. Report of the Compensation and Finance Committee: C. Hicks
- XI. Report of the Wastewater Resources Executive Committee: P. Terry
- XII. Report of the Senior Vice President and Chief Financial Officer: C. Jackson
- XIII. Report of the President and Chief Executive Officer: J. Harrison
- XIV. Report of the Vice President of Regulatory and External Affairs: J. Sutherland

- XV. Citizens Energy Group Board Approval: A. Nobles **(ACTION)**
- XVI. Overview of the White River Rock Ramp Project: R. Taylor
- XVII. Other Business/Adjournment: A. Nobles