

**MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
CITIZENS ENERGY GROUP
HELD JANUARY 9, 2017**

Pursuant to notice duly given and posted as required by law, the annual 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) (the "Board") convened at 7:55 a.m. EST, Monday, January 9, 2017, at the principal office of Citizens Energy Group ("Citizens"), 2020 North Meridian Street, Indianapolis, Indiana.

Board members present were: Daniel C. Appel (Chair), Moira M. Carlstedt, Jeffrey E. Good, Anita Harden, Christia Hicks, J.A. Lacy, Phillip A. Terry, and Joseph E. Whitsett. Anne Nobles was unable to attend the meeting.

Present from Citizens: President and Chief Executive Officer, Jeffrey 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, Christopher H. Braun; Vice President of Capital Programs and Engineering, Mark Jacob; Vice President and Controller, Sabine Karner; Vice President of Information Technology, John Lucas; Vice President of Customer Operations, Curtis Popp; Vice President of Regulatory and External Affairs, LaTona Prentice; Vice President of Human Resources, Safety and Security, Jodi Whitney; Vice President of Water Operations, Jeffrey A. Willman.

Also present at the meeting was Philip J. Gutwein II, Partner with the law firm of Faegre Baker Daniels LLP.

The meeting was called to order by the Chair.

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 Board considered the minutes of its last 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 December 14, 2016.

The meeting then proceeded to the election of officers for 2017. By due nomination and election, the following individuals were elected to serve as Officers of the Board of Directors for a term of one (1) year, or until their respective successors have been elected and qualified:

President and Chair	Daniel C. Appel
Vice President and Vice Chair	Anne Nobles
Treasurer	Jeffrey E. Good
Secretary	Moira M. Carlstedt
Assistant Secretary and Assistant Treasurer	John R. Brehm
Assistant Secretary	Jennett M. Hill
Assistant Secretary	Michael D. Strohl

The Chair then called for the appointment of members to the Executive Committees and Standing Committees of the Board of Directors for 2017. He also called for review and approval of the compensation paid to members of the Executive Committees of the Board of Directors for 2017. Following discussion and upon a motion duly made and seconded, the Board unanimously adopted the following:

WHEREAS, the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis (the "Board") has previously adopted a resolution establishing various committees, including an Energy Resources Executive Committee, a Water Resources Executive Committee and a Wastewater Resources Executive Committee (each an "Executive Committee"); and,

WHEREAS, pursuant to Indiana Code Section 8-1-11.1-3, the Board is authorized to fix the compensation of its members serving on an Executive Committee.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors for the Utilities of the Department of Public Utilities of the City of Indianapolis (the

“Board”) that it elects the Board members set forth below to serve on the respective Executive Committees and to serve in the described capacity on such Executive Committees.

That Daniel C. Appel, Moira M. Carlstedt, and Joseph E. Whitsett be and are hereby elected to serve on the Energy Resources Executive Committee.

That Daniel C. Appel is elected Chairman of the Energy Resources Executive Committee.

That Anita J. Harden, Jeffrey E. Good, and Christia Hicks be and are hereby elected to serve on the Water Resources Executive Committee.

That Anita J. Harden is elected Chair of the Water Resources Executive Committee.

That J.A. Lacy, Anne Nobles, and Phillip A. Terry be and are hereby elected to serve on the Wastewater Resources Executive Committee.

That J.A. Lacy is elected Chair of the Wastewater Resources Executive Committee.

That Phillip A. Terry, Moira M. Carlstedt, Christia Hicks, and Anne Nobles be and are hereby elected to serve on the Compensation and Finance Committee.

That Phillip A. Terry is elected Chairman of the Compensation and Finance Committee.

That Jeffrey E. Good, Anita J. Harden, J.A. Lacy, and Joseph E. Whitsett be and are hereby elected to serve on the Audit and Risk Committee.

That Jeffrey E. Good is elected Chairman of the Audit and Risk Committee.

The compensation of each Board member serving as chair of an Executive Committee will remain unchanged from 2016 (\$25,600 annually).

The compensation for each Board member serving as a non-chair member of an Executive Committee will remain unchanged from 2016 (\$20,600 annually).

The Chair then recommended the appointment of officers of executive management for calendar year 2017. Upon a motion duly made and seconded, the Board unanimously approved the following:

RESOLVED by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis that the following officers of Citizens are appointed for the calendar year 2017:

President, Chief Executive Officer, and General Manager	Jeffrey 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, Energy Operations	Christopher H. Braun
Vice President, Capital Programs and Engineering	Mark Jacob
Vice President and Controller	Sabine Kerner
Vice President, Information Technology	John F. Lucas
Vice President, Customer Operations	Curtis Popp
Vice President, Regulatory and External Affairs	LaTona Prentice
Vice President, Human Resources, Safety and Security	Jodi Whitney
Vice President, Water Operations	Jeffrey A. Willman

Pursuant to the Board's resolution of July 18, 1991 regarding authorizations dealing with banking accounts, investments, access to safety deposit box, signature revisions, and co-signing requirements, the Board reviewed a memorandum dated January 9, 2017 listing all such individuals authorized to perform said banking transactions on behalf of Citizens. Upon a motion duly made and seconded, the Board unanimously approved a list of individuals authorized to perform banking transactions on behalf of Citizens, attached as Exhibit "A".

Next, the Chair invited Mr. Terry to provide a report of the Compensation and Finance Committee (the "Committee"). He reported that Ms. Whitney presented to the Committee the proposed executive compensation distributions for executive officer, Aaron Johnson. Following discussion, and upon a motion duly made and seconded, the Board unanimously adopted the following resolution:

WHEREAS, the Compensation and Finance Committee (the "Committee") of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis d/b/a Citizens Energy Group (the "Board") evaluates proposed payments to an executive employed by Citizens Energy Group that, if payable, must be approved by the Board;

WHEREAS, certain benefit payments, in the forms of a severance amount and a reimbursement for up to one (1) year of premium costs under the health

plan (on a month-to-month basis, for each month of COBRA elected by the former executive), become payable under the Citizens Energy Group Severance Pay Program (as amended and restated effective May 20, 2015) (“Severance Program”) to a participating executive whose employment by Citizens Energy Group terminates under certain circumstances;

WHEREAS, in connection with the sale of LNG Indy, LLC, d/b/a Kinetrex Energy, by Kinetrex Energy Holding Company, LLC, the employment of executive Aaron Johnson has terminated as a condition of the transaction, effective January 1, 2017, and his position has been eliminated;

WHEREAS, at a meeting duly called and conducted on January 9, 2017, the Committee resolved to recommend that, given the circumstances of his termination, the payments identified on Exhibit B are (or may become, based on his COBRA election) properly payable to Mr. Johnson under the Severance Program and should be approved for payment by the Board; and

WHEREAS, the members of the Committee have explained the Committee's recommendation, and the reasons for the recommendation, to the Board and the Board has, in turn, fully considered the Committee's recommendation.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, that:

SECTION 1. The Severance Program payments to Mr. Johnson, as identified on Exhibit B hereto, in the forms of the severance amount and reimbursement for up to one (1) year of premium costs under the health plan (on a month-to-month basis, for each month of COBRA elected by Mr. Johnson), are properly payable and are hereby approved for payment; and

SECTION 2. The Officers of Citizens Energy Group are delegated the authority to take all actions they deem necessary and appropriate to carry out the purposes of this Resolution.

The Chair invited public comment. There being no public comment and no further business, the meeting was adjourned.



Daniel C. Appel, Chair



Jennett M. Hill, Assistant Secretary

**MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
CWA AUTHORITY, INC
HELD JANUARY 9, 2017**

Pursuant to notice duly given and posted as required by law, the annual meeting of the Board of Directors of CWA Authority, Inc. (the "Board") convened at 8:15 a.m. EST, Monday, January 9, 2017, at the principal office of the CWA Authority, Inc., 2020 North Meridian Street, Indianapolis, Indiana.

Board members present were: Daniel C. Appel (Chair), Moira M. Carlstedt, Jeffrey E. Good, Anita Harden, Christia Hicks, J.A. Lacy, Phillip A. Terry, and Joseph E. Whitsett. Anne Nobles was unable to attend the meeting.

Present from Citizens: President and Chief Executive Officer, Jeffrey 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, Christopher H. Braun; Vice President of Capital Programs and Engineering, Mark Jacob; Vice President and Controller, Sabine Karner; Vice President of Information Technology, John Lucas; Vice President of Customer Operations, Curtis Popp; Vice President of Regulatory and External Affairs, LaTona Prentice; Vice President of Human Resources, Safety and Security, Jodi Whitney; Vice President of Water Operations, Jeffrey A. Willman.

The meeting was called to order by the Chair.

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 Board considered the minutes of its last 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 December 14, 2016.

The meeting then proceeded to the election of officers for 2017. By due nomination and election, the following individuals were elected to serve as Officers of the Board of Directors for a term of one (1) year, or until their respective successors have been elected and qualified:

President and Chair	Daniel C. Appel
Vice President and Vice Chair	Anne Nobles
Treasurer	Jeffrey E. Good
Secretary	Moira M. Carlstedt
Assistant Secretary and Assistant Treasurer	John R. Brehm
Assistant Secretary	Jennett M. Hill
Assistant Secretary	Michael D. Strohl

The Chair then called for the appointment of members to the Executive Committee of the Board of Directors for 2017. Furthermore, the Chair called for review and approval for the compensation of the Executive Committee of the Board of Directors for 2017. Following discussion and upon a motion duly made and seconded, the Board unanimously adopted the following:

WHEREAS, the Articles of Incorporation of CWA Authority, Inc. (the “Authority”) state that the Board of Directors of the Authority (the “Authority Board”) “shall consist of the individuals who are appointed by the Board of Trustees for Utilities of the Department of Public Utilities of the City of Indianapolis” to serve as members of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis d/b/a Citizens Energy Group (the “Citizens Board”);

WHEREAS, the Authority Board has previously adopted a resolution establishing an executive committee (the “Executive Committee”);

WHEREAS, the Authority Board desires to coordinate the efforts of its Executive Committee with the Wastewater Executive Committee established by the Citizens Board in order to, among other things, secure efficient and economical management and operation of the wastewater system;

WHEREAS, pursuant to Indiana Code Section 8-1-11.1-3, the Citizens Board is authorized to fix the compensation of the members serving on its Wastewater Executive Committee;

WHEREAS, the Authority Board desires to ratify, confirm and approve the compensation fixed by the Citizens Board for members serving on its Wastewater Executive Committee as the sole amount of compensation members of the Authority Board will receive for serving as members of the Authority Board's Executive Committee and clarify that such members will receive no additional compensation for such service;

NOW THEREFORE BE IT RESOLVED BY THE AUTHORITY BOARD that:

The Authority Board ratifies, confirms and approves the compensation fixed by the Citizens Board for the Chair of the Citizens Board's Wastewater Executive Committee as the sole compensation to be received by the Chair of the Authority Board's Executive Committee;

The Authority Board ratifies, confirms and approves the compensation fixed by the Citizens Board for the non-chair members of the Citizens Board's Wastewater Executive Committee as the sole compensation to be received by the non-chair members of the Authority Board's Executive Committee;

The Authority Board members serving as Chair and non-chair members of the Authority Board's Executive Committee will not receive any compensation for such service other than the compensation such individuals receive for serving on the Citizens Board's Wastewater Executive Committee.

This resolution shall not become effective unless and until the Citizens Board adopts a resolution fixing the compensation for the Chair and non-chair members of its Wastewater Executive Committee at its 2017 annual meeting.

The Chair then recommended the appointment of officers of executive management for calendar year 2017. Upon a motion duly made and seconded, the Board unanimously approved the following:

RESOLVED by the Board of Directors of CWA Authority, Inc. that the following officers of the Utility are appointed for calendar year 2017:

President, Chief Executive Officer, and General Manager	Jeffrey 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, Energy Operations	Christopher H. Braun
Vice President, Capital Programs and Engineering	Mark Jacob
Vice President and Controller	Sabine Karner
Vice President, Information Technology	John F. Lucas
Vice President, Customer Operations	Curtis Popp
Vice President, Regulatory and External Affairs	LaTona Prentice
Vice President, Human Resources, Safety and Security	Jodi Whitney
Vice President, Water Operations	Jeffrey A. Willman

Next, the Board considered the approval of authorized representatives for the State Revolving Fund (SRF) Loan Program. Following discussion, and upon a motion duly made and seconded, the Board approved the following:

WHEREAS, CWA Authority, Inc. of Indianapolis, Indiana, herein called CWA, has plans for a municipal water pollution control project to meet State and Federal regulations, such as the NPDES discharge limitations, and intends to proceed with the construction of such works; and

WHEREAS, CWA has adopted this Resolution dated January 9, 2017.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of CWA Authority, Inc., the governing body of said CWA, that Sara J. Mamuska-Morris, John R. Brehm and Jeffrey A. Harrison be authorized to make application for an State Revolving Fund ("SRF") Loan and provide the SRF Loan Program such information, data and documents pertaining to the loan process as may be required, and otherwise act as the authorized representative of CWA; and

RESOLVED, that CWA agrees to comply with the Indiana Finance Authority, State of Indiana and Federal requirements, as they pertain to SRF; and

RESOLVED FURTHER, that two copies of the resolution be prepared and submitted as part of the CWA Preliminary Engineering Report.

The Chair invited public comment. There being no public comment and no further business, the meeting was adjourned.



 Daniel C. Appel, Chair



 Jennett M. Hill, Assistant Secretary