

**MINUTES OF THE JOINT MEETING
OF THE BOARDS OF DIRECTORS OF
CITIZENS ENERGY GROUP AND CWA AUTHORITY, INC.
HELD FEBRUARY 20, 2019**

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 and the Board of Directors of CWA Authority, Inc. (jointly referred to as the "Board" unless otherwise noted) convened at 9:20 a.m., EST, Wednesday, February 20, 2019, at the offices of Citizens Energy Group ("Citizens"), 2150 Dr. Martin Luther King, Jr. Street, Indianapolis, Indiana.

All Board members were present at the meeting: Daniel C. Appel (Chair), Moira M. Carlstedt, Jeffrey E. Good, Christia Hicks, J.A. Lacy, Anne Nobles, Maria M. Quintana, Phillip A. Terry, and Joseph E. Whitsett.

Present from Citizens: President and Chief Executive Officer, Jeffery A. Harrison; 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 C. Jacob; Vice President and Controller, Sabine E. Karner; Vice President of Information Technology, John F. Lucas; Vice President of Customer Operations, Curtis H. Popp; Vice President of Regulatory and External Affairs, LaTona S. Prentice; Vice President of Human Resources and Chief Diversity Officer, Jodi L. Whitney; Vice President of Water Operations, Jeffrey A. Willman; Director of Corporate Affairs, Jeff Brown; Director of Treasury, Sara Mamuska-Morris; Director of Internal Audit, John Siefer; and Marketing Communications Coordinator, Jennifer Mentink.

Also present at the meeting was Kevin Flynn (President) and Adam Fisk, both with Caldwell VanRiper.

The meeting was called to order by the Chair of the Board.

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 of Directors of Citizens Energy Group (“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 Board of Directors of Citizens Energy Group held on January 14, 2019. Thereafter, and upon a motion duly made and seconded, the Board of Directors of CWA Authority, Inc. unanimously approved the minutes of the annual meeting of the Board of Directors of CWA Authority, Inc. held on January 14, 2019.

The Chair addressed management’s request to approve the filing set forth in Gas Cost Adjustment (GCA) 141. Upon a motion duly made and seconded, the Citizens 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 updated filing with the Indiana Utility Regulatory Commission for the proposed gas cost adjustment (“GCA”) rates in Cause No. 37399-GCA 141 for the months of March, April and May 2019 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 each of the months March, April and May, 2019 in accordance with the terms of Cause No. 37399-GCA 75 Order and the Order in Cause No. 37399-GCA 141, which is expected to be approved by the IURC in February, 2019.

Next, the Chair invited Mr. Good to provide a report from the Audit and Risk Committee (the “Audit Committee”). Mr. Good reported that there was positive net income across all systems. He noted that there were new disclosures pursuant to new accounting standards, however no financial impacts were associated with those disclosures. He acknowledged that the Audit Committee was satisfied with the preliminary Fiscal Year 2019 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 Fiscal Year 2019 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 and had no issues to report to the Audit Committee. Mr. Good stated that the Audit Committee considered both Deloitte’s proposed 2019 Audit Engagement Letter Addendum and proposed 2019 Audit Fees for Citizens Energy Group and CWA Authority, Inc., and that the Audit

Committee recommended approval of the same to the Board. Following discussion and upon a motion duly made and seconded, the Board unanimously approved the proposed 2019 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 2019 Audit Fees for Citizens Energy Group and CWA Authority, Inc.

Mr. Good concluded his report to Board noting that the Audit Committee received a report from internal audit which highlighted the status of projects completed, including its completed project for water quality.

The Chair invited Ms. Karner to provide a financial report. Ms. Karner reported that all debt service was in line with projected expectations.

Mr. Harrison was invited to present the report of the President and CEO. Mr. Harrison highlighted favorable improvements related to customer satisfaction, specifically in the areas of digital engagement and customer contact center interaction. He then reported that on January 30, 2019, Citizens Gas marked a single day system record send-out which eclipsed the record send-out from January 1, 2018. He complimented the Gas Operations team for its planning and execution of the gas systems supply and transmission to successfully meet customer demands. Mr. Harrison concluded his report to the Board by highlighting Citizens' 2019 Sharing the Dream event, an annual multi-day community project which gives employees a chance to serve Central Indiana and honor the life of Dr. Martin Luther King, Jr. He noted that in honor of the 11th annual Sharing the Dream event, Citizens rehabilitated the Frederick Douglas Park Family Center on the grounds of Frederick Douglas Park, the first African-American park in Indianapolis, located in the Martindale-Brightwood community. He was pleased to report that employees donated over 1500 volunteer hours, with Citizens and community partners donating almost \$600,000 in monetary or in-kind contributions. He also reported that over the past 11 years, approximately 11,200 employee voluntary hours and almost \$4 million either in-kind or monetary contributions have been donated in support of this annual service project, all made possible through Citizens' continuing partnership with the Indy Parks Foundation.

Following Mr. Harrison's report, Mr. Brown reviewed the results for the 2018 Corporate Accountability Survey. He reported that despite varied results, overall satisfaction, awareness of philanthropic, customer, and employee volunteer engagement and activities increased from the previous year.

Ms. Mentink then presented the 2019 Integrated Communications Plan. She noted that a key objective of the Integrated Communications Plan included the education of Citizens' audiences on the value Citizens creates for its customers and the community, now and in the future. The plan includes developing communications that would inform low-income customers of various utility bill assistance programs, highlight environmental partnerships like DigIndy and Friends of the White River, or community partnerships with Indy Parks Foundation, and continue leveraging public outreach efforts related to the DigIndy project. In addition, Ms. Mentink reported that Citizens would remain a local partner for WTHR-13 Weather Academy and the WRTV-6 Jefferson Awards.

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



Daniel C. Appel, Chair
Board of Directors



Jennett M. Hill, Assistant Secretary
Board of Directors