

Supplier Diversity Program



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1.0 Introduction

Citizens Energy Group is committed to making a positive impact in the communities we serve. We are also committed to increasing opportunities for local small businesses, including minority, women, and veteran-owned business enterprises (Diverse Suppliers). Through our Supplier Diversity Program, we work to strengthen and utilize these businesses, thereby adding value to our supply chain.

The Citizens Energy Group Supplier Diversity Program aligns with our Vision, Mission, Values and Supplier Diversity Policy Release #2000, as outlined below. By providing access to meaningful business opportunities for our local and diverse businesses, we help build an inclusive foundation for long-term business growth and enhance employment opportunities in the communities we serve.

Our business partners are also encouraged to align with our commitments to meet or exceed our supplier diversity goals, where feasible, while benefiting from Citizens' business opportunities. Therefore, here in our Supplier Diversity Program document, we provide the foundation and guidance for all parties to operate by the same "playbook" as we work towards fulfilling our goals.

2.0 Vision, Mission, & Our Values

Vision: Enhance the well-being of our customers, communities, and employees by providing unparalleled service now and for generations to come.

Mission: We fulfill the Promise of the Trust to provide essential utility services for our customers and communities, maintain the lowest possible rates with sound financial management, and create the greatest long-term benefit through a unique business structure.

Our Values:

Safety

We protect our employees and communities by committing to the highest standards of safety, reliability, and quality.

Integrity

We conduct our business with honesty, transparency, and accountability.

Inclusion

We foster a diverse culture where everyone is respected, valued, and empowered to contribute their unique perspectives and talents. We actively listen and adapt to ensure that our services are accessible, equitable, and responsive to the needs of the communities we serve.

Collaboration

We provide superior customer service through teamwork. We engage with our employees, customers, and communities for the betterment and success of all.

Leadership

We prepare and empower all employees to be leaders at work and within the communities we live, and to inspire, innovate, and continuously improve our processes, services, and ourselves.

Stewardship

We invest in solutions and infrastructure to deliver long-term value and improve the quality of life for our customers and our communities.

3.0 Supplier Diversity Policy Release #2000 (Rev. 12/1/2023)

Citizens Energy Group is committed to making a positive impact in the communities we serve. Strengthening the local, small, and diverse business community contributes to the overall economic growth of our markets. Citizens Energy Group supports the identification, development, and utilization of certified minority, women, and veteran-owned business enterprises (M/W/VBE) as part of its purchasing program. Our intent is to support economic development efforts within the diverse business community to the extent that jobs may be provided, entrepreneurship may be advanced, and useful goods and services may be produced at competitive prices.

Therefore, opportunities extended to suppliers to provide needed goods and services to Citizens should be inclusive of qualified diverse suppliers whenever practicable.

For purposes of this policy, Citizens Energy Group recognizes the certifications of M/W/VBE who receive their certifications from one or more of the certifying authorities defined and identified in our Supplier Diversity Program.

4.0 Supplier Diversity Program Procedures

4.1 Definitions

Diverse Supplier – a Supplier, that is owned and controlled by groups that have been historically disadvantaged, such as minorities, women, and veterans and is certified by one or more approved third-party certifying authorities. Diverse Suppliers are also referred to as "XBEs".

Master Agreements – an agreement with a Tier I Supplier contracted to conduct work with Citizens or one of its affiliates, which sets out the terms and conditions under which all work from the specific Supplier will be accomplished.

Minority-Owned Business Enterprise (MBE) – classification to identify a business that is 51% or more owned, operated, and controlled by an ethnic minority. Citizens only accepts certifications granted by an approved third-party certifying authority.

Statement of Work (SOW) – Known as an Exhibit A-Statement of Work, or other similar name, is a document that details the work to be accomplished and is tied to the Master Agreement by reference.

Supplier - a Contractor, Consultant, Service Provider, Subcontractor, Subconsultant, Vendor or Supplier directly or indirectly providing goods and/or services to Citizens.

Tier I Diverse Supplier - an eligible Diverse Supplier who meets the definition of a Tier I Supplier.

Tier I Supplier – a Supplier that contracts with and invoices Citizens directly for goods and

services rendered. A Tier I Supplier has been awarded a business opportunity, is under contract with both a Master Agreement and a Statement of Work (SOW) and/or purchase order, and provides business opportunities for Tier II Suppliers. "Prime Contractor" or "Prime" is used interchangeably with Tier I Supplier throughout the Supplier Diversity Program document.

Tier II Diverse Supplier - an eligible Diverse Supplier who meets the definition of a Tier II Supplier.

Tier II Supplier - a Supplier who is contracted by a Citizens' contracted Tier I Supplier and invoices the Tier I Supplier for goods and services rendered.

Veteran-Owned Business Enterprise (VBE) – classification to identify a business that is 51% or more owned, operated, and controlled by a veteran or veterans. Citizens only accepts certifications granted by an approved third-party certifying authority.

Women-Owned Business Enterprise (WBE) – classification to identify a business that is 51% or more owned, operated, and controlled by a woman or women. Citizens only accepts certifications granted by an approved third-party certifying authority.

XBE – the collective term for "Diverse Suppliers", certified minority-owned, women-owned, and/or veteran-owned business enterprise(s), who may also possess multiple certifications, such as M/W/VBE, M/VBE, M/VBE, from one or more acceptable third-party certifying authorities.

4.2 Supplier Diversity Goals

Citizens Energy Group has adopted goals of 15% for MBE, 8% for WBE, and 3% for VBE, as a percent of addressable spend in the purchasing of goods and services. Addressable spend refers to all general, administrative, capital, operations, and maintenance expenditures, and any other third party spend that remains after non-discretionary spend and other approved exclusions are deducted.

Citizens, in pursuit of meeting and exceeding its supplier diversity goals, seeks to identify, encourage, advocate for and support qualified Diverse Suppliers that demonstrate the expertise, performance, service history, safety record, financial, insurance, and other qualifications, that enable them to compete as a Tier I Diverse Supplier, or a Tier II Diverse Supplier where appropriate, for meaningful business opportunities, in alignment with Citizens' Supplier Diversity Program.

Citizens encourages its Prime Contractors (Tier I Suppliers or Primes) to meet or exceed Citizens' XBE goals through the utilization of Tier II Diverse Suppliers. The Tier II program is critical to maximize business opportunities for Diverse Suppliers unable to compete for or participate in Tier I business opportunities.

At its discretion, Citizens may **propose to its Primes** participation goals greater than 15% for MBE, 8% for WBE and/or 3% for VBE for specific projects when feasible.

Tier II Diverse Supplier commitment, utilization, and reporting serve as an enhancement to and not as a replacement for Citizens' initiatives aimed at increasing business opportunities for Tier I Diverse suppliers.

4.3 Eligible & Ineligible Diverse Suppliers

<u>Eligible Diverse Suppliers</u> are Diverse Suppliers who maintain one or more XBE certifications with Citizens from an acceptable third-party certifying authority (see section 4.4) and meet all requirements defined within the Supplier Diversity Program document. Additional qualifications for financials, insurance, and safety may be required to become an eligible Tier I Supplier of Citizens based on the goods and services rendered by the Diverse Supplier.

<u>Ineligible Diverse Suppliers</u> are Suppliers that do not meet the definition of an Eligible Diverse Supplier due to one or more of the below criteria:

- Is not certified by one or more of Citizens' recognized third-party certifying authorities listed in the Supplier Diversity Program document. See section 4.4 to review acceptable third-party certifying authorities. Citizens does not accept self-certifications.
- A previously certified XBE from an accepted certifying authority, whose XBE certification has expired, and has been expired for more than one hundred and twenty (120) days. The XBE cannot provide documentation from the certifying authority showing the XBE has applied for recertification within the expired one-hundred-and-twenty-day time frame.
- A Diverse Supplier that Citizens determines is being utilized as a pass-through, as described in Section 4.8 "Pass-through and Unacceptable Tier I Practices.

<u>Citizens will not count the dollars spent with an Ineligible Diverse Supplier towards meeting supplier diversity goals.</u>

4.4 Acceptable Third-Party Certifying Authorities

An acceptable third-party certifying authority is a national, state or local agency or entity that Citizens Energy Group recognizes as sufficiently competent with internal processes, staffing and other resources to evaluate, qualify or disqualify a business as a certified MBE, WBE, or VBE.

Citizens Energy Group does not certify MBEs, WBEs, or VBEs, but recognizes and accepts only those certifications issued by one of the third-party certifying authorities listed below:

- National Minority Supplier Development Council (NMSDC)
- City of Indianapolis, Office of Minority & Women Business Development (OMWBD)
- State of Indiana Department of Administration (IDOA)
- Women Business Enterprise National Council (WBENC)
- National Women Business Owners Corporation (NWBOC)

Veteran Small Business Certification (VetCert)

Certification Verification Review

Citizens has the responsibility to protect the integrity of its Supplier Diversity Program and reserves the right to question the ownership and/or control of a Diverse Supplier being utilized on Citizens' business opportunities, including XBE companies with any affiliation with a majority firm. If Citizens has sufficient cause to question a diverse firm's participation as a Tier I or Tier II Diverse Supplier, the Supplier Diversity Program Manager will conduct a verification review of the certification using any of the below options. The information received from the verification review will be reviewed with the Supply Chain Director and a final determination will be made to accept or reject the participant as a Diverse Supplier on any current or future projects. Citizens reserves the right to not include the diverse spend for any supplier under verification review

during and after the validation process. However, this does not preclude the Prime from utilizing the firm, under review as a Diverse Supplier, on their Citizens' awarded projects.

Certification Verification Review Options:

- Request the Diverse Supplier receive certification from one or more additional approved third-party certifying authorities.
- Request an investigation by the third-party certifying authority that has certified the supplier in question.

100% Self-Performance

Citizens recognizes that self-performing of services is important to the development and growth of Tier II Diverse Suppliers. It is the responsibility of Primes to ensure that they engage with certified Diverse Suppliers that add value and will self-perform 100% of the services they are subcontracted to perform, except for ancillary services typically provided by others. Citizens reserves the right to verify that subcontractors are self-performing and not dependent upon a majority-owned company to perform services on any of Citizens' projects.

4.5 Suppliers with Multiple Certifications

If a Tier I Diverse Supplier possesses multiple XBE certifications, Citizens will determine which certification classification will be used for reporting against diversity goals. This allows Citizens to report dollars spent to a XBE classification that is most desired based on our supplier diversity goals for each business opportunity, purchase order or project since in the event of a multi-certified Diverse Supplier, **dollars spent can only be reported in one XBE classification**.

In the case of a Tier II Diverse Supplier who possesses multiple certifications, the Tier I Supplier must select only one valid certification classification and maintain this classification throughout project closeout for spend reporting. When utilizing the same Tier II Diverse Supplier on a different project, the Tier I Supplier may select to report spend using a different XBE certification.

4.6 Suppliers who lose their Diversity Status

If a Tier I or Tier II Diverse Supplier no longer qualifies as a XBE in one or more of their certification classifications, it is the responsibility of the Diverse Supplier to notify in writing its Prime, project manager, and/or the Citizens' Supplier Diversity Program Manager of its ineligible certification status within 30-days of the certification not being valid. The Prime who is notified of a Diverse Supplier who loses its certification status must immediately notify Citizens' Supplier Diversity Program Manager. The Diverse Supplier can continue to be a subcontractor of the Prime, but Citizens will no longer count the spend to meet the supplier diversity goals from the date certification became invalid. Any previous spend will be counted towards supplier diversity goals.

4.7 Importance of Industry Classification Codes (NAICS and UNSPSC)

North American Industry Classification System (NAICS) codes and United Nations Standard Products and Services Codes (UNSPSC) are national and global classifications used to identify the primary goods or services a business provides. Third-party certifying authorities often assign a NAICS code and/or a UNSPSC on the certification document of

a Diverse Supplier. This code identifies the business trade or services that can be counted towards meeting supplier diversity goals. Citizens only counts the utilization of certified XBEs, as Tier I and Tier II Diverse Suppliers, in compliance with the NAICS, UNSPSC codes or descriptions listed on their certification documents to meet its supplier diversity goals.

Citizens has adopted the practice of utilizing Diverse Suppliers within their identified NAICS or UNSPSC codes to avoid the practice of "Pass-Throughs." See section 4.8.

See Appendix 7.1 for additional details on NAICS or UNSPSC code assignments.

4.8 "Pass-Throughs" & Other Unacceptable Practice

A "pass-through" refers to the utilization of a certified Diverse Supplier in a category of trade, service, material, or equipment that the third-party certifying authority did not describe, identify, or list for the supplier through NAICS or UNSPSC codes on the Supplier's certification. Pass-throughs are considered not in compliance with Citizens' Supplier Diversity Program and will be excluded from Citizens' XBE spend reporting.

Although Citizens does not dictate to Primes which subcontract firms to use or how they are used, Citizens' Prime Contractors need to be in compliance with the NAICS or UNSPSC requirements and Citizens' policy language against "pass-throughs" for Diverse Suppliers. If Tier II diverse spend is reported by a Prime Contractor that is <u>not</u> consistent with the codes on the certification, the Prime will be notified in writing that the spend is not eligible for XBE reporting, along with details as to the reason(s).

If it is alleged that the certification of an XBE company includes NAICS or UNSPSC codes that do not fairly represent the business, a formal complaint should be filed with the appropriate certifying agency in accordance with the policies of that agency. The complaint can be filed by Citizens after review and recommendation by the Supplier Diversity Advocacy Team. For Citizens' reporting purposes, any spend dollars challenged in this manner should be brought to the attention of the Supplier Diversity Program Manager for review. The spend under consideration may be reported by Citizens if it is deemed reasonable that the NAICS or UNSPSC codes and "challenged" spend are in compliance with Citizens' policy. Otherwise, the spend dollars should not be reported.

Citizens reserves the right to refer evidence of proposed, suspected or the practice of "pass-through" utilization to the acceptable third-party certifying authority.

Unacceptable Tier I Supplier Practices:

- Tier I Supplier reporting spend with a majority-owned Tier II Supplier who has substituted
 for or replaced a diverse Tier II Supplier to meet the supplier diversity goals on a Citizens
 business opportunity. Tier I Supplier must notify Citizens of changes to Tier II Diverse
 Suppliers through the Exhibit X Commitment form as instructed in the Supplier Diversity
 Program document.
- Tier I Supplier reporting its own payroll and other operating expenditures as charges of
 one or more approved Tier II Diverse Suppliers, and in turn reporting the combined
 expenditures as spend toward meeting supplier diversity goals on a Citizens business
 opportunity.
- Tier I Supplier committing to the utilization of an approved Tier II Diverse Supplier through

- an Exhibit X Commitment form for an agreed upon Statement of Work or service, at an agreed upon price, and does not utilize the Tier II Diverse Supplier or does not utilize the Tier II Diverse Supplier as represented.
- Tier 1 Supplier reports duplicitous spend to Citizens with the Tier II Diverse Supplier, towards meeting supplier diversity goals.
- "Pass-through" utilization, as defined in this document, of certified Diverse Suppliers in the letting of contracts and the acquisition of goods and services.

4.9 Utilization of Diverse Wholesaler, Distributor, or Reseller

Certified XBEs that are classified as wholesalers, distributors or resellers of industrial, commercial, and/or construction supplies or equipment directly to Citizens, or indirectly through a Tier I Supplier, shall demonstrate how they are adding value for Citizens through one or more "commercially useful functions." Commercially useful functions can include, though may not be limited to:

- Serving as wholesalers, distributors, or resellers for one or more manufacturers or producers of products and goods, under a formalized arrangement that is advantageous to Citizens in terms of pricing and/or other benefits
- Providing customer service
- Providing project management
- Stocking, warehousing, and storing needed inventory on property or in structures they own or lease
- Maintaining inventory and product quality that include control measures and warranty service, where applicable
- Delivering inventory to Citizens using vehicles and equipment they own or lease
- Providing product knowledge and troubleshooting problems
- Assuming credit and other risks
- Modifying, assembling, kitting, and/or installing product(s)
- Attending meetings with the owner and or Prime and providing valued input

Expectation of Value

Citizens' core value of integrity is highly important in the execution of the Supplier Diversity Program. Tier I and Tier II Diverse Suppliers that are utilized in a Citizens business opportunity should meet the expectation of delivering value by self-performing 100% of services they are contracted to perform except for ancillary services typically provided by others.

Citizens has chosen in general not to conduct business with brokers due to factors that do not align with our expectation of value.

4.10 Competitive Sourcing, Inclusive Procurement Plan, & the Supplier Database

Competitive Sourcing

Citizens Policy Release #2012 Section III (rev: 11/14/2022):

The Supply Chain Department is responsible for establishing and managing competitive, open, and fair sourcing procedures to obtain the most reasonable prices and best value from suppliers that meet quality, and delivery specifications as defined by the originating department.

The competitive sourcing process shall be conducted in a manner consistent with and supportive of the Citizens' Supplier Diversity Policy. In that regard, Citizens will ensure that business enterprises defined therein have reasonable opportunities to submit proposals.

Citizens strictly prohibits all unlawful discrimination and preferential treatment, in soliciting quotations and proposals and in evaluating responses and awarding business.

The Supply Chain Department is responsible for executing and maintaining uniformity in the Competitive Sourcing process.

A solicitation for Quotation shall be issued when:

- Requirements can be clearly specified in detail
- Lowest proposed price will be the determining factor in choice of suppliers

A Request for Proposal (RFP) shall be issued when price as well as ability to meet requirements/specifications is required.

A Request for Qualifications (RFQ) shall be issued when professional/engineering services are needed. The ability to meet professional requirements is the basis for the award, pricing information may not be required as professional fees will be negotiated upon award.

Citizens reserves the right to reject any and all responses to Quotations, RFQs and RFPs, and to contract as the best interests of Citizens may require.

Inclusive Procurement Plan

To ensure an intentional Supplier Diversity Program, all Prime Contractors submitting a proposal for a solicitation are invited to provide their anticipated Diverse Supplier participation. The participation of Diverse Suppliers is considered during the review of the submitted proposals.

There are cases when the Citizens solicitation process is not required, however consideration of Diverse Suppliers is still an important part of Citizens' business practice. For unsolicited projects, Primes are requested to submit their anticipated Diverse Supplier participation on a case-by-case basis according to the project's requirements.

During the process of direct procurement of goods and services to Tier I Suppliers, Citizens will take into high consideration opportunities with Diverse Suppliers.

<u>Jaggaer Supplier Database</u>

Jaggaer is the repository used by Citizens to manage supplier information, contracts, and solicitations. Suppliers doing business with Citizens, including a Diverse Supplier doing business with a Prime as a Tier II Supplier, must be registered in the Jaggaer database. Registered vendors are not guaranteed to do business with Citizens. All competitive sourcing solicitations for Citizens' business opportunities are by **invitation only**.

It is the responsibility of all Suppliers to keep their contact information and safety qualification

up-to-date and to maintain current certificates of insurance and M/W/VBE certificates in Jaggaer. The Jaggaer system will send emails to listed contacts notifying of expired certificates and qualifications. It is important all Suppliers keep accurate and updated profile information to avoid removal from invites to Citizens' business opportunities. Citizens will only count spend with Diverse Suppliers that have a valid, unexpired certificate, or are within the 120-day recertification grace period date. Citizens will involve the Prime company to obtain a certificate for their Tier II Diverse Suppliers that have expired certificates.

Suppliers requiring assistance with Jaggaer can email purchasingportal@citizensenergygroup.com. Include in the subject line "Jaggaer Portal Assistance".

Solicitation Tracker

Tier II Suppliers have access to the Citizens' Solicitation Tracker in the Jaggaer database. The Solicitation Tracker is a list of tentative upcoming projects with potential Prime Suppliers to be invited. It is made available **for information use only**. Access to the Solicitation Tracker does not constitute a solicitation, an offer of work, and is not binding in any way to Citizens Energy Group. It is the responsibility of the Tier II Supplier to contact the Primes to verify the Primes' actual participation in the solicitation.

4.11 Supplier Diversity Exhibit Forms

Citizens' Supplier Diversity Program monitors its Primes' utilization of Tier II Diverse Suppliers under the guidelines presented in the "Supplier Diversity Submission Requirements". Suppliers can locate this guide during the solicitation process, in section 2.1.1 of the solicitation. Citizens' team members can find the guide on the Supply Chain SharePoint site. Herein is an overview of the use of the Exhibit X and Z forms.

Exhibit Supplier Diversity forms

The Exhibit X Supplier Diversity Commitment, also referred to as the Exhibit X Commitment, form is completed by a Prime to identify the diverse subcontractor/suppliers that will be utilized on a project and the anticipated spend for each. Tracking and reporting of the Tier II Diverse Supplier's spend occurs with each invoice submitted by the Prime. The Prime will need to transfer all Tier II Diverse Suppliers from the Exhibit X Supplier Diversity Commitment form to the Exhibit Z Contractor's Sworn Affidavit of Payment form. These forms are utilized in the Complex PO process and invoice payment process. Detailed instructions on completing both forms can be found in Appendix 7.2.

Compliance with Supplier Requirements

A Tier I Supplier awarded business with Citizens must comply with all requirements as established within the signed Master Agreement and all included Exhibit A - Statements of Work in order to align with mission and values established by Citizens Energy Group.

4.12 Tier II Diverse Supplier Spend Reporting & Performance Monitoring

Complex Purchase Order

A Complex Purchase Order (Complex PO) is the method used to capture a Prime's Tier II

diversity spend on a purchase and is generated from a complex requisition. The Complex PO is issued by a member of the Citizens' team to a Prime and provides a Purchase Order (PO) line for each Tier II Diverse Supplier and the anticipated amount for each as provided on the **Exhibit X Commitment form, see appendix 7.2**.

Items required before creating a Complex PO Requisition:

- Quote or proposal from Prime
- Exhibit A Statement of Work
- Exhibit X Supplier Diversity Commitment form including a list of Tier II Diverse Suppliers for the project and anticipated spend for each.
- Send the Exhibit X Commitment form to the Supplier Diversity Program Manager (SDPM) to confirm that all firms are approved Suppliers with valid XBE certifications in JAGGAER and available in Oracle. If SDPM approves, it will return a signed approved copy of the Exhibit X Commitment form to the requester. If unacceptable, the SDPM will contact requester to assist in gaining an acceptable form. DO NOT PROCEED TO CREATE THE COMPLEX PO REQUISITION UNTIL YOU HAVE AN APPROVED EXHIBIT X COMMITMENT FORM.

Complex PO Requisition Instructions for Citizens' Project Managers:

- 1) When the Exhibit X Commitment form is complete and approved, access Oracle I-Procurement responsibility to begin creating the requisition.
- First requisition line must contain information relevant to the Prime vendor Prime name, brief scope, dollars assigned to the Prime inclusive of any non-diverse subcontractor dollars
- 3) Include on remaining lines the information for the diverse firms from the approved Exhibit X Commitment form, including the complete XBE Diverse Supplier name, brief scope of work, and anticipated dollars to be spent. Make sure each line matches exactly how the information is on the Exhibit X Commitment form, including the XBE designation. Do not include non-diverse firms, other than the Prime, on the Complex PO Requisition.
- 4) Populate the flex field associated with each sub line with the Diverse Supplier name and XBE classification per the approved Exhibit X.
- 5) Ensure the total amount of all lines equals the total amount found on the Exhibit X Commitment form as well as the Exhibit A Statement of Work for the project.
- 6) Attach the required documents and submit for approval.

Once the Complex PO requisition is submitted it will move thru the required approval hierarchy (per Citizens Policy Release #2009) and the Supply Chain Department for assignment and creation of the PO.

Invoice Processing Instructions for Tier I and Tier II Suppliers

A Prime, during each monthly invoice submission, may break down the total invoice amount by lines on the PO that identify how the funds are applied between the Prime and any or all the listed Tier II Diverse Supplier lines. Invoice submissions that include line payments to Tier II Diverse Suppliers must be identical to the line payments reflected on the required and attached **Exhibit Z Contractor's Sworn Affidavit of Payment Report** ("Exhibit Z Affidavit") form. (See instructions for completing the Exhibit Z Contractor's Sworn Affidavit of Payment Report in Appendix 7.2.) The allocation of funds to Diverse Suppliers for an invoice related to a Complex PO is for Citizens' reporting purposes only and will not generate payments to the Diverse

Suppliers.

Complex Purchase Order / iSupplier Invoicing Process Instructions

A Supplier submits an invoice using the Citizens' iSupplier portal based on the purchase order lines for goods or services that have been delivered. This includes the prime purchase order line and any Tier II suppliers (subs) that make up the total purchase order. To enter an invoice, follow the below instructions in iSupplier:

Click the FINANCE tab and then click Create Invoices in the upper right corner, click the GO button. The Create Invoice: Purchase Orders page will appear.

- 1. Enter the Purchase Order number and click the GO button. (This will bring up the purchase order screen with details and the lines that make up the order.
- Check the select boxes (under SELECT heading) for ALL lines (subs) that you will be paying with the invoice you are entering. YOU WILL WANT TO USE YOUR EXHIBIT Z
 CONTRACTOR'S SWORN AFFIDAVIT OF PAYMENT REPORT FORM AS YOUR
 TEMPLATE FOR INVOICE ENTRY. Click Next.

This will take you to the Create Invoice: Details screen. The following fields MUST be completed:

- 3. Invoice Number This is your invoice / pay application number
- 4. Invoice Date This will pre-fill with today's date. Should you need to adjust the date, contact Supply Chain.
- 5. Invoice Type This will pre-fill to INVOICE. You may enter a CREDIT MEMO by using the drop-down arrow.
- 6. Attachment Clicking on the Attachment box will allow you to "tag" your invoice into the iSupplier portal. You MUST include supporting document to back up your entry, i.e. invoice, pay application, schedules, and exhibits. To attach a file, click the **BROWSE** button to locate the attachment within your drive system. Once located, highlight the file and click **APPLY**. You will receive a notification that your file has been successfully attached. This will take you back to the Create Invoice: Details to finish your invoice entry.

The next step is entering the specific amounts that have been paid to each Diverse Supplier as well as the Prime's dollar amount for this invoice. Each line chosen has a QUANTITY or AMOUNT field. You will need to enter the amount for each Supplier on its respective line. Again, you will use your **Exhibit Z Affidavit** of payment for the amounts. Supplier paid amounts listed on the Affidavit MUST match the amounts entered in iSupplier. If these do not match, this will cause your invoice to be rejected by the Citizens' Project Manager and cause delays in payment. ALWAYS TAKE TIME TO MAKE SURE THESE AMOUNTS AGREE! Once all the payment lines have been entered, click **NEXT**. This will take you to a review screen where you can check your entries including the invoice number. If all is correct, you will click the **SUBMIT** button. You will receive a notification that your invoice has been submitted.

Under most contracts, the Prime has contractual responsibility to make payment to its Tier II Diverse Suppliers within 15-days from receiving payments.

Performance Monitoring

- To monitor progress in support of our Supplier Diversity Program, Citizens reports the utilization of Tier I and Tier II Diverse Supplier spends in a monthly and year-to-date operating report.
- Citizens requires Tier I Suppliers to report Tier II Diverse Supplier spend with each applicable invoice submission.
- Tier I Suppliers are required to report their Tier II Diverse Supplier spends on a Citizens Energy Group approved Exhibit Z Affidavit and submit the completed form with each request for payment.
- Tier I Suppliers are to immediately notify Citizens' Supplier Diversity Program Manager when they encounter difficulty to continue to utilize a previously approved Tier II Diverse Supplier.
- Tier I Suppliers must obtain prior written approval from Citizens Supplier Diversity Program Manager or the Director of Supply Chain before removal or replacement of a prior-approved Tier II Diverse Supplier.
- Citizens reserves the right to discuss and report to Tier I Suppliers their supplier diversity utilization performance and to preclude them from future business opportunities when Citizens determines their performance in meeting their supplier diversity commitments is unsatisfactory.

4.13 Internal and External Outreach Activities to Enhance Supplier Diversity Program

The **Supplier Diversity Program Manager (SDPM)** provides vision, leadership, and strategy for Citizens' Supplier Diversity Program. As the supplier diversity expert and advocate committed to ensuring that Citizens' Supplier Diversity Program fosters business opportunities for diverse businesses, the SDPM engages with internal and external stakeholders to ensure the successful development and utilization of Diverse Suppliers in the supply chain.

Citizens recognizes that our work to strengthen and utilize small diverse businesses is an important component of our success. We endeavor to build long-lasting relationships with our Suppliers. Citizens actively participates in and supports events, matchmakers, and advocacy groups to identify Diverse Suppliers that will add value in our supply chain. Citizens does not require but encourages our Primes to engage in these opportunities and with our external outreach partners to advance the progress of supplier diversity.

External Outreach Activities:

- City of Indianapolis Office of Minority and Women Business Development (OMWBD)
 - o Forums
- State of Indiana, Indiana Department of Administration (IDOA)
 - Business Opportunity Fairs
- Mid-States Minority Supplier Development Council (Mid-States MSDC) / National Minority Supplier Development Council (NMSDC)
 - Business Opportunities Exchange
 - Executive Industry Forums
 - Annual Awards
 - Annual National Conference
- Indiana Energy Association (IEA)
 - Power Plays & Matchmakers
- Business Equity for Indy (BEI)
 - Procurement Roundtable

- Peer Advisor Group
- National Association of Women Business Owners Indianapolis (NAWBO-Indianapolis)
 - o Annual Trailblazers
 - Visionary Awards Luncheon
- American Council of Engineering Companies of Indiana (ACEC)
 - Annual Supplier Diversity
 - Networking Event
- Great Lakes Women's Business Council (GLWBC) / Women's Business Enterprise National Council (WBENC)
 - Regional Conference

Internal In-reach Activities:

- Citizens' SDPM collaborates with Citizens' internal business unit representatives and supply chain category leads to identify areas within the supply chain to provide business opportunities for diverse firms.
- Supplier diversity training is provided **annually** for Citizens' staff to ensure the vision and goals of the Supplier Diversity Program remain in the forefront of individuals at all levels throughout the organization.

Supplier Diversity Advocacy Team (SDA TEAM)

The role of the Supplier Diversity Advocacy Team ("SDA TEAM") is to expand the community of internal advocates for minority, women, and veteran-owned businesses at Citizens. The SDA Team accomplishes this through peer interface in discussion of best practices and other solutions that support our focus on diverse supplier inclusion. The objective is to leverage available resources, develop new strategies and launch effective initiatives to ensure inclusion and increase Diverse Suppliers' opportunities.

4.14 Diverse Supplier Development Program & Situational Leadership Model

Building the Future Together

"Building the Future Together" ("BTFT") is a program created by Citizens to develop select Tier II diverse businesses into long-term Tier I partners who share Citizens' commitment to its customers, and the community. The program facilitates regular discussions among diverse firms, internal business unit representatives, and Supply Chain about requirements and performance to assist in developing capabilities, skills, and work habits focused on completely meeting requirements related to their scope of work.

The BTFT program was developed to support Citizens Energy Group's vision "to enhance the well-being of our customers, communities, and employees" by cultivating a broader, more diverse "first call" supply base to serve Citizens and its customers for the long term. Through longer term relationships, continued development, and growth, suppliers will be positioned to expand employment opportunities in the community. A "first call" supply base is a theoretical supply base which includes those Suppliers that have built a reputation for excellence that customers can rely on—thereby getting that "first call" when products or services are needed.

The mission of the BTFT program is to support the Mission of Citizens Energy Group as "we fulfill the Promise of the Trust to provide essential utility services for our customers and communities, maintain the lowest possible rates with sound financial management, and create

the greatest long-term benefit through a unique business structure.," by developing, strengthening, engaging, and growing select diverse businesses' abilities to consistently meet all requirements in providing needed goods and services to Citizens' utilities.

Specific objectives of the program are to:

- Provide a framework for ongoing feedback and development conversations to aid in performance improvement
- Develop long-term proficiencies based on scopes of work and relationships to address Citizens' ongoing requirements
- Encourage and support high-performing diverse contractors and subcontractors and promising emerging companies
- Provide growth opportunities for diverse businesses, resulting in a positive economic impact on the local community
- Push forward the Tier II strategy for ongoing development of additional diverse firms through additional Tier I diverse Primes
- Develop a more diverse Tier I/Prime Contractor supply base
- Provide an additional mechanism to assist Citizens in meeting its supplier diversity goals

Situational Leadership for Suppliers

The Situational Leadership® (SL) methodology, created by professor and author Dr. Paul Hersey and author Ken Blanchard, is a model used by Citizens to aid in coaching performance and development of Tier II Suppliers within the BTFT program. According to the SL website, "The Situational Leadership® Model is a timeless, repeatable framework for leaders to match their behaviors with the performance needs of the individual or group that they are attempting to influence." There are four SL leadership styles within the model, Directing, Coaching, Supporting, and Delegating, that can be viewed in more detail in **Appendix 7.3**.

Through defining and communicating proficiencies and successes to Suppliers appropriate for their SL leadership stage, Citizens provides Suppliers assistance in improving their performance. Suppliers are empowered to create process improvements and develop their own employee plans to succeed through this model.

5.0 Supplier Diversity Program Document Review

As Citizens expands and improves services to a growing customer base, we're continuously identifying opportunities for improvement that will serve as updates to the Supplier Diversity Program document. Therefore, this document will be reviewed no less than biennially, as outlined in the below revision schedule.

Citizens will review and update its Supplier Diversity Program document as frequently as annually and no less frequently than <u>biennially</u>, as it deems necessary.

Biennial review and revisions by		Approver 1 Supply Chain Director	Approver 2 Legal	Approver 3 Senior Level Executive
February 28, 2022	Signature	Rebecca A Schaefer	d	Craig Jackson
	Print Name Date	Rebecca Schaefer 03/09/2022	Alejandro Valle, Esq 3/14/2022	Craig Jackson 3/14/2022
September 30, 2022	Signature	Rebecca Schaefer	A VM	Craig Jackson
	Print Name Date	Rebecca Schaefer 10/13/2022	Alejandro Valle 10/14/2022	Craig Jackson 10/14/2022
September 30, 2024	Signature	Rebecca A. Schaefer	avn	Craig Jackson
	Print Name Date	Rebecca Schaefer 10/07/2024	Alejandro Valle 10/7/2024	Craig Jackson 10/8/2024
September 30, 2026	Signature			
	Print Name Date			
September 30, 2028	Signature			
	Print Name Date			

6.0 Frequently Asked Questions

- Q If my MBE, WBE or VBE Company is not certified, can my company still compete for business opportunities with Citizens, and be utilized as either a Tier I or Tier II Supplier?
- A Yes, except the utilization of a non-certified MBE, WBE or VBE company will not count towards meeting supplier diversity goals until a certification is granted by an approved third-party certifying agency.
- Q If our MBE Company is considered as a Tier I consultant, contractor or supplier for a business opportunity, will we be expected to meet or exceed all of Citizens supplier diversity goals (MBE-15%, WBE-8%, VBE-3%)?
- A Citizens' priority, even when a Tier I Diverse Supplier is utilized, is to pursue structuring of projects to provide opportunities to increase utilization of Tier II Diverse Suppliers. However, if due to the unavoidable unique scope of the project, service or supply need, Citizens determines there are no Tier II Diverse Supplier opportunities within the scope of the project or supply need, or not enough to meet the designated thresholds, the Tier I Diverse Supplier would not be expected to meet all the supplier diversity goals. However, if Citizens determines Tier II Diverse Supplier opportunities exist within the scope of the project or supply need, and Diverse Suppliers are identified that can perform and meet a meaningful portion or all of the scope of the project or supply need, it will be expected that Citizens' supplier diversity participation goals of MBE-15%, WBE-8% and VBE-3% would be met.
- Q Does Citizens' Supplier Diversity Program recognize Tier III suppliers?
- A No. "Tier III suppliers" refers to subcontractors, subconsultants, material or equipment suppliers, or other service providers used by Tier II suppliers. Citizens Energy Group does not recognize or count MBE, WBE or VBE suppliers being utilized as Tier III suppliers in meeting its supplier diversity goals. Tier I and Tier II Suppliers that report Tier III spend will not receive credit for such spend toward meeting supplier diversity goals.
- Q As a Tier I or Tier II Supplier of Citizens can I utilize Tier III MBE, WBE or VBE subcontractors and suppliers and count their utilization toward meeting supplier diversity goals for the project?
- A You may utilize Tier III providers, but Citizens will not count them or give you credit towards meeting your commitment on supplier diversity goals.
- Q As a Tier I supplier with a previously approved Exhibit X Commitment form with approved supplier diversity goals, can I remove a previously approved MBE, M/WBE, WBE, or VBE from the plan or substitute them with a different subcontractor or supplier without obtaining approval from the Citizens Supplier Diversity Program Manager?
- A No! To obtain consideration of such a request you must submit a written request to the Supplier Diversity Program Manager and await and abide by his/her written response. Your written request must state why you're making the request and provide justification why you believe the change is necessary and provide an alternative plan that demonstrates how the project will still meet its commitment on supplier diversity with the change, if approved. As a matter of caution, some Tier I Suppliers might negotiate terms with a Tier II Supplier to meet or exceed supplier diversity goals prior to bid award, then, **after business is awarded**, locate

a different Tier II Supplier offering more favorable terms, and will move to substitute them as the choice over the one included in the contract award. We do not favor such practices and will aggressively pursue the insulation of Citizens business opportunities from such practices.

Q – As a Tier I supplier with a previously approved Exhibit X Supplier Diversity Commitment form (from the Supplier Diversity Program Manager) can I remove a previously approved MBE, WBE, or VBE from the plan or substitute them with a different subcontractor or supplier if another Citizens employee gives the approval?

A – A Tier I Supplier should make the Citizens' Project Manager aware of any changes to a project, including the substitution of different subcontractors or Suppliers to the project. However, only the Citizens Supplier Diversity Program Manager or the Director of Supply Chain is authorized to approve changes to the Exhibit X Commitment form with supplier diversity participation goals. To obtain consideration of such a request you must submit a written request to the Supplier Diversity Program Manager, or in his or her absence, to the Director of Supply Chain and await and abide by their written response. Your written request must state why you're making the request and provide justification why you believe the change is necessary and provide an alternative plan that demonstrates how the project will still meet its commitment on supplier diversity with the change, if approved.

Q – As a Tier I Supplier, if I have a subcontractor that is certified as both a M/WBE, or a M/VBE, or a W/VBE, or M/W/VBE can I use both or all XBE categories in my spend reporting?

A – No. Though the subcontractor is multi-certified the Tier I Supplier must choose only one certification category and include the diversity spend only in that category for the entire length of the project or purchase order.

7.0 Appendixes

7.1 Additional details on NAICS and UNSPSC Codes

What does NAICS mean?

- NAICS is the North American Industry Classification System.
- To search for NAICS business service and trade offerings go to https://www.census.gov/naics/

Acceptable Third-Party Certifying Authorities who assign NAICS codes to diverse supplier certification documents:

- National Minority Supplier Development Council (NMSDC)
- Women Business Enterprise National Council (WBENC)
- National Women Business Owners Corporation (NWBOC)
- Veteran Small Business Certification (VetCert)

What does UNSPSC mean?

- UNSPSC means the United Nations Standard Products and Services Code.
- To search for UNSPSC business services and trade offerings go to https://www.unspsc.org/

Acceptable Third-Party Certifying Authorities who assign UNSPSC codes to diverse supplier certification documents:

State of Indiana Department of Administration (IDOA)

7.2 Completing the Supplier Diversity Exhibit forms

Primes responding to a Citizens solicitation must identify all certified Tier II Diverse Supplier subconsultants, subcontractors, material providers and lessors being proposed and utilized on a project. The Prime who is awarded the business will need to report payment made to the Tier II Diverse Suppliers. Below are instructions for the **Exhibit X Supplier Diversity Commitment** and **Exhibit Z Contractor's Sworn Affidavit of Payment** forms that Citizens' Supplier Diversity Program requires Primes to submit.

Certification Requirements

Primes will be asked to upload during the solicitation process a current copy of the Tier II Diverse Supplier certification (2.1.5 Supplier Diversity Submission Requirements) that identifies through the NAICS code(s) or UNSPCS code(s) the description of work intended for them to self-perform on this opportunity. Failure to supply the current unexpired certifications may result in your response being rejected and deemed nonresponsive.

Exhibit X Supplier Diversity Commitment Form

Primes must follow the below steps to complete the **Exhibit X Supplier Diversity Commitment** form during the solicitation process. Form can be downloaded and completed in section 2.1.3 of the solicitation or in a vendor's Jaggaer profile under "Additional Information" and "Supplier Diversity". See Illustration 1 for an example of the form.

Suppliers requiring assistance with Exhibit forms can email purchasingportal@citizensenergygroup.com. Include in the subject line "Exhibit X Assistance".

Steps to Complete **Exhibit X Supplier Diversity Commitment** Form:

1) Download the "Exhibit Supplier Diversity Workbook" from one of the below areas:

Prime suppliers: In section 2.1.3 during a Jaggaer Solicitation OR under the "Additional Information" section in your Jaggaer vendor profile Citizens staff: In the "Supply Chain Shared Documents" folder located on the Supply Chain SharePoint site.

- Select spreadsheet labeled "Exhibit X Commitment".
- 3) Enter "Citizens Project Number" provided by Citizens Project Manager (PM) in row 2. There are few cases where a Project Number will not be provided until after the project has been awarded; confirm with Citizens PM.
- 4) The" Purchase Order (PO) Number" is only required if an update is being made to a form due to changes in the contract amount and/or the allocation of dollars among the prime and diverse subs. This includes the additions or removals of Tier II diverse contractors or suppliers to a project.
- 5) Enter "Citizens Project Name" in row 3.
- 6) Enter "Prime Vendor", "Prime Contact Name", "Prime Contact Phone" and "Prime Contact Email" in perspective rows 4, 5, 6, and 7.
- 7) Enter the Prime's "Description of Work" for project and the "Total Contract Amount" in the cells under the perspective sub headers.
- 8) Below the subheading "DIVERSE TIER II SUPPLER SUBCONSULTANTS / SUBCONTRACTOR / SUPPLIERS / LESSORS", list the full legal company name of the Tier II diverse subcontractors and suppliers that will be utilized on the project. DO NOT list the prime's company name or the company name of any non-diverse suppliers. Optional: Use instead method 2 described in the "Instructions" spreadsheet to create a dropdown list of diverse suppliers.
- 9) Under the "Vendor Classification", column B, add next to each of the diverse Tier II if they are a MBE, WBE, or VBE owned business. If a Tier II diverse contractor or supplier carries multiple certifications, primes must count them in only one (1) classification for the entire project.
- 10) In column labeled "Description of Work" list the work each diverse supplier will complete for the project. Each listed Tier II diverse supplier is required to self-perform 100% of its assigned description of work, except for ancillary services.
- 11) Enter the "Subcontract Amount", column G, committed to be awarded to each Tier II diverse supplier.
- 12) Enter the approximate "Days to Mobilize", "Days to Substantial Completion", "Days to Final Completion" in columns H, I, & J for prime and/or each diverse supplier.
- 13) The form will automatically calculate the total spend and percentage of M/W/VBE/Prime participation in rows 26-31, based on what is entered in the "Contract Amount" for the total project and "Subcontract Amt" entered for each Tier II diverse supplier.
- 14) Prime Project Manager enters their signature and printed name in rows 27 and 28.
- 15) Save spreadsheet as a PDF and upload the completed Exhibit X Commitment form to the solicitation or send to appropriate Citizens PM or Supplier Diversity Program Manager. All Exhibit X Commitment forms require approval by the Supplier Diversity Program Manager for all active projects.

Throughout a project, changes to contract amounts and Tier II diverse suppliers are to be made using the last submitted Exhibit X Commitment form. Highlight or bold the changes made, add the signature and printed name of prime's contact, and send to Citizens' PM or SDPM.

Illustration 1 Exhibit X Supplier Diversity Commitment

Note: The form uses imbedded formulas. DO NOT use \square X <>, () +, -, =, &, *or other symbols anywhere on the form.

Use the Excel templates versions of the forms to complete and sign. List all Tier II Diverse Suppliers ONLY, BY THEIR FULL LEGAL COMPANY NAMES, and not by their dba or other abbreviations. After completion, convert the completed form to PDF format before submitting for approval.

The Prime must confirm that each of its listed Tier II Diverse Suppliers is registered and approved in Citizens' Jaggaer database network. Primes must require each of their Tier II Diverse Suppliers to contact the following Supply Chain staff to verify the company profile registration is current, complete and approved, or receive instructions to register a firm. This registration is vital to Citizens collecting Tier II spend dollars accurately. Suppliers are required to keep registrations current, including certification documents.

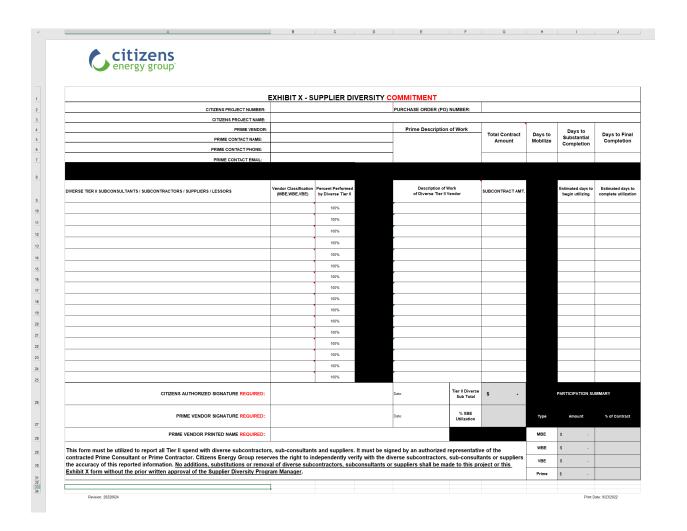


Exhibit Z Contractor's Sworn Affidavit of Payment form

The Prime awarded a business opportunity which includes Tier II Diverse Suppliers, will use the **Exhibit Z CONTRACTOR'S SWORN AFFIDAVIT OF PAYMENT** template (see below Illustration 2) to track and report the Prime's Tier II Diverse Supplier spend with each invoice submittal. Please refer to the Supplier Diversity Program document for other supplier diversity program requirements.

Steps to Complete Exhibit Z CONTRACTOR'S SWORN AFFIDAVIT OF PAYMENT Form:

- 1) Open the "Citizens Supplier Diversity Exhibit Workbook" that was used for the inputting of the Exhibit X Commitment details.
- Select the sheet "Exhibit Z Contractor's Sworn Affidavit of Payment". Repeated information and calculations entered in the Exhibit X Commitment form will automatically appear.
- 3) Enter the "Invoice Number" in row 3.
- 4) Enter Prime's "Invoice thru Date / Payment Period" in cell I-7.
- 5) Enter the "Amount Paid this Period to Prime" in cell J-7. It is appropriate to put the amount invoiced.
- 6) Enter the "Estimated Date Paid to Subs" in cell K-7.
- 7) Add the amount entered in cell J-7 "Amount Paid this Period to Prime" to the "Prime's Total Amount Paid to Date" in cell L-7.
- 8) Enter the "Tier II Sub Amount Paid this Period" in the perspective columns and rows for each diverse contractor and supplier.
- 9) Add the amount entered in "Tier II Sub Amount Paid this Period" cell to the total "Tier II Sub Amount Paid to Date" in the row for each diverse supplier.
- 10) The form will automatically calculate the percentage in the cells under the header "MBE/WBE/VBE Participation Summary", rows 29-32. Confirm all information and calculations are accurate.
- 11) Save the "Exhibit Z Contractor's Sworn Affidavit of Payment" spreadsheet into a PDF. Prime is ready to use completed form to submit the invoice in the iSupplier portal.

Illustration 2

Exhibit Z Contractor's Sworn Affidavit of Payment Note: Form is included in the "Supplier Diversity Exhibit forms workbook"

Use the Excel templates versions of the forms to complete and sign. List all Tier II Diverse Suppliers ONLY, BY THEIR FULL LEGAL COMPANY NAMES, and not by their dba or other abbreviations. After completion, convert the completed form to PDF format before submitting for approval.

citizens energy group										
EXHIBIT Z - SI	UPPLIER DIV	ERSITY CO	ONTRACTOR'S S	NORN A	FIDAVIT OF PA	AYMENT				
CITIZENS Project Number:	PURCHASE ORDER (PO									
CITIZENS Project Name:			Invoice Number							
Prime Vendor:			Prime Description of Work			Invoice thru		Estimated		
Prime Contact Name:					Total Contract Amount	date / Payment Period	Prime Amount Paid this Period	Date to	Prime Am Paid to I	
Prime Contact Phone:										
Prime Contact Email:										
DIVERSE TIER II SUBCONSULTANTS / SUBCONTRACTORS / SUPPLIERS / LESS	Yendor Classification MBE, VBE, VBE	Percent Performed by Diverse Tier II	Description of Work of DiverseTier II		Subcontract Amount		Tier II Sub Amount Paid this Period		Tier II Sub Paid te	
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PRIME VENDOR PRINTED NAME REQUIRED:			I	Туре	Subcontract Amount	% of Contract	AMOUNT PAID THIS PERIOD		AMOUNT DA	
This form must be utilized to report all Tier II spend with diverse subcontra	ctors, sub-consulta	ants and supplier	s. It must be signed by	MBE	\$ -					
an authorized representative of the contracted Prime Consultant or Prime independently verify with the diverse subcontractors, sub-consultants or s	Contractor, Citizen	s Energy Group re	eserves the right to	WBE	\$ -					
additions, substitutions or removal of diverse subcontractors, subconsulta	ants or suppliers sh			VBE	\$ -					
X form without the prior written approval of the \Supplier Diversity Program	Manager.			Prime	\$ -					

7.3 Situational Leadership Model

SLII[®] Model



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