

NOTICE AND AGENDA

MEETING OF THE
AUDIT & RISK COMMITTEE OF THE
BOARD OF DIRECTORS FOR CITIZENS ENERGY GROUP
2150 DOCTOR MARTIN LUTHER KING, JR. STREET, INDIANAPOLIS, INDIANA 46202
WEDNESDAY, MAY 17, 2023

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 17, 2023 in the Boardroom at the offices of Citizens Energy Group located at 2150 Doctor 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 15, 2023: J. Good **(ACTION)**
- III. Report of Enterprise Risk Management: J. Bailey
- IV. Report of Internal Audit: S. Leavitt
- 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. Update Concerning a Request for Proposal for Audit Services: S. Karner
- X. Other Business: J. Good
- XI. Adjournment: J. Good

NOTICE AND AGENDA

MEETING OF THE
COMPENSATION & FINANCE COMMITTEE OF THE
BOARD OF DIRECTORS FOR CITIZENS ENERGY GROUP
2150 DOCTOR MARTIN LUTHER KING, JR. STREET, INDIANAPOLIS, INDIANA 46202
WEDNESDAY, MAY 17, 2023

The Compensation & Finance Committee of the Board of Directors for Citizens Energy Group will meet in Public Session beginning at 8:15 a.m. on Wednesday, May 17, 2023, in the Operations Conference Room located at 2150 Doctor 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 9, 2023: C. Hicks **(ACTION)**
- III. Certification of Topics Discussed at the Executive Session of the Compensation & Finance Committee held February 15, 2023: C. Hicks **(ACTION)**
- IV. Report of External Consultant: Willis Towers Watson
- V. Report of the Chair: C. Hicks
- VI. Adjournment: C. Hicks

NOTICE AND AGENDA

JOINT MEETING OF THE

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

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

WEDNESDAY, MAY 17, 2023

The Boards of Directors of Citizens Energy Group and CWA Authority, Inc. will meet in Public Session beginning at 8:40 a.m. on Wednesday, May 17, 2023, in the Boardroom at the offices of Citizens Energy Group located at 2150 Doctor 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. Jeffrey A. Willman and Joseph M. Perkins, Jr. will review and propose a recommendation for consideration by the Citizens Energy Group Board
- IV. Public Hearing at 8:40 a.m. concerning the proposed Resolutions pertaining to the formation of Citizens Water Resources Holdings, LLC and Citizens Regional Water Resources, LLC for the benefit of the Water Trust: A. Nobles
- V. Special Approval: A. Nobles **(ACTION)**
- VI. Approval of the Minutes of the Joint Meeting of the Boards of Directors of Citizens Energy Group and CWA Authority, Inc. held on February 15, 2023: A. Nobles **(ACTION)**
- VII. Certification of Topics Discussed at the Executive Session of the Board of Directors of Citizens Energy Group held on April 13, 2023: A. Nobles **(ACTION)**
- VIII. Citizens Energy Group Board Approval: A. Nobles **(ACTION)**
- IX. CWA Authority, Inc. Board Approval: A. Nobles **(ACTION)**
- X. Report of the Audit and Risk Committee: J. Good
- XI. Board Approval: A. Nobles **(ACTION)**
- XII. Report of the Compensation and Finance Committee: C. Hicks
- XIII. Report of the Wastewater Resources Executive Committee: M. Quintana
- XIV. Report of the Senior Vice President and Chief Financial Officer: C. Jackson

- XV. Report of the President and Chief Executive Officer: J. Harrison
- XVI. Report of the Senior Manager of Government and External Affairs: B. O'Connor
- XVII. Other Business/Adjournment: A. Nobles

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JOINT MEETING OF THE

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

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

WEDNESDAY, MAY 17, 2023

The Boards of Directors of Citizens Energy Group and CWA Authority, Inc. will meet in Executive Session beginning at 9:35 a.m. on Wednesday, May 17, 2023, in the Boardroom at the offices of Citizens Energy Group located at 2150 Doctor Martin Luther King, Jr. Street, Indianapolis, Indiana, for the purpose of discussing the subject matters set forth below.

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)

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)

EXECUTIVE SESSION