

FILED
May 26, 2023
**INDIANA UTILITY
REGULATORY COMMISSION**

**VERIFIED DIRECT TESTIMONY
of
JEFFREY A. HARRISON
On
Behalf of
Joint Petitioners**

**CITIZENS REGIONAL WATER RESOURCES, LLC,
CITIZENS WATER, AND CITIZENS WATER OF WESTFIELD, LLC**

Cause No. 45896

Joint Petitioners' Exhibit No. 1

1 **I. INTRODUCTION AND BACKGROUND**

2 **Q1. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

3 A1. My name is Jeffrey A. Harrison. My business address is 2020 North Meridian Street,
4 Indianapolis, Indiana 46202.

5 **Q2. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?**

6 A2. I am employed by the Board of Directors for Utilities of the Department of Public Utilities
7 of the City of Indianapolis (the "Board"), which does business as Citizens Energy Group
8 ("Citizens Energy Group"). Throughout my testimony, references to the Board are
9 synonymous with Citizens Energy Group and vice versa. I am the President and Chief
10 Executive Officer of Citizens Energy Group.

11 Among other things, Citizens Energy Group owns, manages, and controls a number
12 of utilities whose rates and charges and terms and conditions of service are regulated by
13 the Indiana Utility Regulatory Commission (the "Commission"), including the water utility
14 that does business as Citizens Water and provides water utility services to residential,
15 commercial, industrial, and other customers in the City of Indianapolis and surrounding
16 communities.

17 Additionally, Citizens Energy Group is the sole owner of Citizens By-Products
18 Coal Company which does business as Citizens Resources. Citizens Resources is the
19 ultimate parent company of a number of investor-owned utilities regulated by the
20 Commission as public utilities, including Citizens Water of Westfield, LLC ("Citizens
21 Water of Westfield"). Citizens Resources is also the ultimate parent company of a newly
22 formed public utility, Citizens Regional Water Resources, LLC ("CRW"). I also serve as
23 President and Chief Executive Officer of Citizens Resources.

1 CRW, Citizens Water, and Citizens Water of Westfield are the Joint Petitioners in
2 this proceeding.

3 **Q3. PLEASE DESCRIBE THE DUTIES AND RESPONSIBILITIES OF YOUR**
4 **PRESENT POSITION.**

5 A3. As President and Chief Executive Officer of Citizens Energy Group, I have broad
6 responsibility for developing, coordinating, and managing the implementation of long-term
7 strategic objectives for all the utilities and businesses that Citizens Energy Group and
8 Citizens Resources own and operate, including the Joint Petitioners.

9 **Q4. PLEASE DESCRIBE YOUR EDUCATIONAL AND PROFESSIONAL**
10 **BACKGROUND.**

11 A4. I received a Bachelor of Science degree in Electrical Engineering from Rose-Hulman
12 Institute of Technology in 1989 and a Master of Business Administration Degree from
13 Indiana University in 1996. Prior to joining Citizens Energy Group, I was employed by
14 Indianapolis Power & Light Company ("IPL") beginning in 1989. While at IPL, I held a
15 variety of positions in engineering, business development and corporate strategy.

16 I joined Citizens Energy Group in 2003, and since then have progressed through
17 numerous positions of increasing responsibility. In January 2013, I was promoted to Senior
18 Vice President, Engineering and Sustainability. In that position, I led Citizens Energy
19 Group's Environmental Stewardship and Laboratory areas as well as its Capital Programs
20 and Engineering Group, which is responsible for the planning, design and construction of
21 capital projects for all the utilities managed and controlled by Citizens Energy Group. On
22 September 24, 2014, the Board appointed me to the position of Executive Vice President,
23 Chief Operating Officer and announced that I would ultimately be appointed President and

1 Chief Executive Officer. I assumed the position of President and Chief Executive Officer
2 in July 2015.

3 **Q5. HAVE YOU PREVIOUSLY TESTIFIED BEFORE THIS COMMISSION?**

4 A5. Yes. I have testified before the Commission in a number of proceedings.

5 **Q6. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?**

6 A6. The purpose of my testimony is to support the Verified Joint Petition asking for certain
7 approvals in connection with the Joint Petitioners' participation in an economic
8 development initiative led by the State of Indiana through the Indiana Economic
9 Development Corporation ("IEDC"). The IEDC initiative involves a new Innovation
10 Development District known as the Limitless Exploration/Advanced Pace ("LEAP")
11 Lebanon Innovation District (the "LEAP District"). The Joint Petitioners' role, at the
12 request of the IEDC, is to develop and implement a solution to deliver up to 10 million
13 gallons per day ("MGD") of water supply to support the businesses and related economic
14 development planned for the LEAP District.

15 **Q7. DOES YOUR TESTIMONY INCLUDE ANY ATTACHMENTS?**

16 A7. Yes. My testimony includes the following attachments:

- 17 • Attachment JAH-1: Attachment JAH-1 is a copy of the Verified Joint Petition
18 initiating this proceeding;
- 19 • Attachment JAH-2: Attachment JAH-2 to my testimony contains letters of support
20 from key stakeholders expressing their support for the LEAP District initiative and
21 the approvals the Joint Petitioners are requesting in this proceeding; and

- 1 • Attachment JAH-3: Attachment JAH-3 contains copies of the resolutions adopted
2 by the Joint Petitioners' respective boards related to their participation in the LEAP
3 District initiative.

4 **II. OVERVIEW OF THE JOINT PETITIONERS AND THEIR PARTICIPATION IN THE LEAP**
5 **DISTRICT INITIATIVE**

6 **Q8. PLEASE PROVIDE AN OVERVIEW OF JOINT PETITIONER CITIZENS**
7 **WATER, INCLUDING ITS RELATIONSHIP TO THE BOARD (CITIZENS**
8 **ENERGY GROUP).**

9 A8. The Board serves as trustee of a public charitable trust established to provide water utility
10 services (the "Water Trust"). The beneficiaries of the Water Trust are the inhabitants of
11 the City of Indianapolis. On August 26, 2011, pursuant to a transaction that was approved
12 by the Commission in Cause No. 43936, Citizens Energy Group acquired the water utility
13 formerly owned and operated by the City of Indianapolis and its Department of
14 Waterworks. Today, that water utility is an asset of the Water Trust and does business as
15 Citizen Water. Under a Management and Operating Agreement also approved by the
16 Commission in Cause No. 43936, Citizens Energy Group employees operate and manage
17 the Citizens Water utility.

18 Citizens Water provides water utility service to over 340,000 customers in Central
19 Indiana. The majority are located in Marion County, and the remaining customers are
20 located in Boone, Hamilton, Hancock, Hendricks, Morgan, Brown, and Shelby Counties.
21 Depending on weather conditions, Citizens Water typically will produce, treat, and
22 distribute approximately 44 to 48 billion gallons of finished drinking water to customers
23 each year. Citizens Water owns and operates three reservoirs, ten treatment plants,

1 approximately 4,500, miles of pipe, and a number of other facilities that make up its water
2 production and distribution system.

3 **Q9. PLEASE PROVIDE AN OVERVIEW OF JOINT PETITIONER CITIZENS**
4 **WATER OF WESTFIELD.**

5 A9. Citizens Water of Westfield is an Indiana limited liability company with its principal office
6 at 2020 North Meridian Street, Indianapolis, Indiana 46202. It is a wholly owned
7 subsidiary of Citizens Westfield Utilities, LLC, which is an indirect, wholly owned
8 subsidiary of Citizens Resources. Citizens Water of Westfield owns, operates, manages,
9 and controls plant, property, and equipment used and useful to provide water utility service
10 to approximately 20,000 customers in and around the City of Westfield, Indiana. It is a
11 regulated public utility that is subject to the jurisdiction of the Commission. Under a
12 Management and Operating Agreement approved by the Commission in Cause No. 44273,
13 Citizens Energy Group employees operate and manage the Citizens Water of Westfield
14 utility.

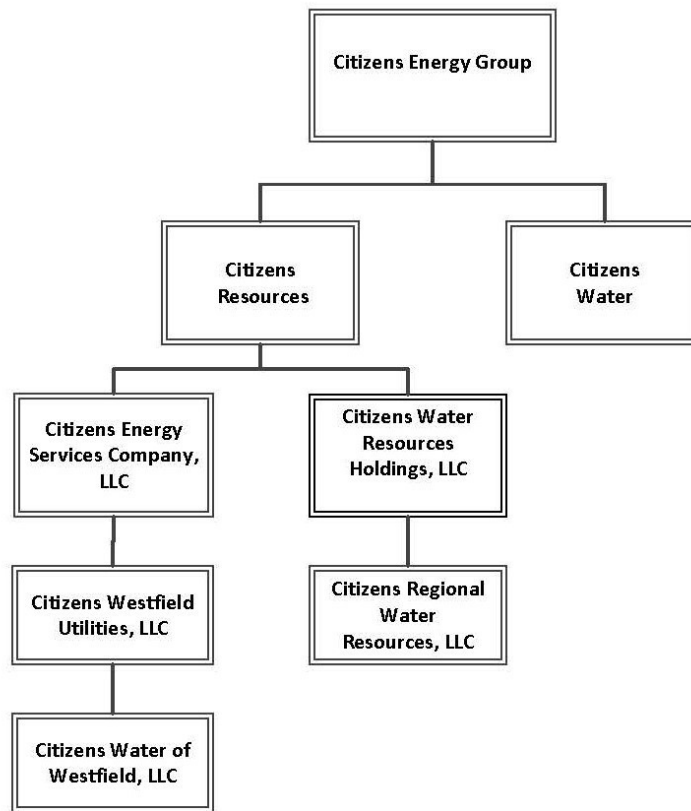
15 **Q10. PLEASE PROVIDE AN OVERVIEW OF JOINT PETITIONER CRW.**

16 A10. CRW is an Indiana limited liability company with its principal office at 2020 North
17 Meridian Street, Indianapolis, Indiana 46202. It is a wholly owned subsidiary of Citizens
18 Water Resources Holdings, LLC ("CW Holdings"), which is a direct, wholly owned
19 subsidiary of Citizens Resources. Citizens Resources will directly own CW Holdings and
20 indirectly own CRW on behalf of the Board as assets of the Water Trust. CRW, which
21 was organized as an Indiana limited liability company on April 11, 2023, will operate as a
22 regulated public utility and provide wholesale water service to the City of Lebanon Utilities
23 ("Lebanon Utilities"). Like Citizens Water of Westfield, CRW will be operated and

1 managed by Citizens Energy Group under an agreement CRW is seeking approval of in
2 this proceeding.

3 **Q11. CAN YOU PROVIDE A VISUAL DEPICTION OF THE OWNERSHIP**
4 **STRUCTURE OF CITIZENS ENERGY GROUP AND THE JOINT**
5 **PETITIONERS?**

6 A11. Yes. The organization chart below shows the ownership structure of Citizens Energy
7 Group and the Joint Petitioners.



8
9 **Q12. WHAT LED TO THE JOINT PETITIONERS' PARTICIPATION IN THE LEAP**
10 **DISTRICT INITIATIVE?**

1 A12. In March 2022, representatives from the IEDC contacted Citizens Energy Group about the
2 possibility of developing utility infrastructure needed to supply up to six MGD of water to
3 the LEAP District beginning in January 2026. The amount of water needed would increase
4 to 10 MGD in January 2027. We formed a team to begin exploring solutions that
5 contemplated the involvement of Citizens Water, Citizens Water of Westfield, and a newly
6 created utility to provide water utility service in Boone County. Over the course of the
7 next several months, that team collaborated internally and with IEDC and Lebanon Utilities
8 to refine those ideas. In March 2023, Citizens Energy Group, IEDC, and Lebanon Utilities
9 entered into a Memorandum of Understanding (“MOU”) to memorialize the parties’
10 mutual understanding concerning a framework of transactions that would be entered into
11 to develop, finance, and construct the infrastructure needed to meet the LEAP District’s
12 water supply needs. The MOU is attached to witness Jackson’s testimony as Attachment
13 CLJ-2. The MOU contains more detail and speaks for itself, but at a high level, it set forth
14 the following framework for meeting the LEAP District’s water supply needs:

- 15 • CRW would develop and construct utility infrastructure that would ultimately be
16 sufficient to deliver 10 MGD of water to Lebanon Utilities to serve the LEAP District.
- 17 • CRW and Lebanon Utilities would enter into a wholesale water supply agreement
18 pursuant to which CRW would supply Lebanon Utilities water that Lebanon Utilities
19 would in turn resell to retail customers in the LEAP District.
- 20 • The estimated cost to construct utility infrastructure needed to facilitate the delivery of
21 water to the LEAP District is \$200,000,000. The Indiana Finance Authority (“IFA”)
22 through the Indiana State Revolving Fund Loan Program for Drinking Water Loans

1 (“SRF”) would provide all funds necessary to finance the construction of the needed
2 infrastructure (the “SRF Loan”).

3 • IEDC would pay all debt service obligations of the SRF Loan as well as any additional
4 borrowings by CRW to construct the utility infrastructure to serve the LEAP District.
5 IEDC would pay off such loans within five years.

6 • Commission approvals necessary to implement the transactions contemplated by the
7 MOU would be sought and obtained.

8 A number of definitive agreements consistent with the framework established in the MOU
9 have now been entered into. Those agreements are described at a high level in my
10 testimony and in more detail in the testimony of the other witnesses testifying on behalf of
11 the Joint Petitioners.

12 **Q13. PLEASE FURTHER DESCRIBE THE ROLES CRW, CITIZENS WATER, AND**
13 **CITIZENS WATER OF WESTFIELD WILL SERVE IN MEETING THE WATER**
14 **SUPPLY NEEDS OF THE LEAP DISTRICT INITIATIVE.**

15 A13. As contemplated by the MOU, CRW and Lebanon Utilities have entered into a wholesale
16 water supply agreement pursuant to which CRW will supply Lebanon Utilities water on a
17 wholesale basis—up to 6 MGD beginning January 2026 and up to 10 MGD beginning
18 January 2027. Joint Petitioner witnesses Jeffrey Willman and Korlon Kilpatrick describe
19 the water supply agreement between CRW and Lebanon Utilities in their testimony.

20 Citizens Water and CRW have agreed to a wholesale water supply agreement
21 pursuant to which Citizens Water will sell water to CRW at Citizens Water’s wholesale
22 tariff rate. Under that wholesale supply agreement, Citizens Water will be the exclusive
23 supplier of the water that will be delivered by CRW to Lebanon Utilities. Lebanon Utilities

1 will use the water it purchases from CRW to serve retail customers in the LEAP District.
2 Witnesses Willman and Kilpatrick also describe in their testimony the water supply
3 agreement between Citizens Water and CRW. As Mr. Willman describes in his testimony,
4 some of the water supplied by Citizens Water to CRW will need to be transported through
5 the City of Westfield. As a result, Citizens Water of Westfield will make water system
6 assets available to CRW to transport the water that will flow through the Westfield service
7 territory for ultimate delivery by CRW to Lebanon Utilities.

8 In order to facilitate delivery of water to the LEAP District as just described,
9 infrastructure investments will need to be made by CRW, Citizens Water, and Citizens
10 Water of Westfield. Those infrastructure investments are described by Joint Petitioners'
11 witness Bruce Cooley, and the manner in which they will be funded using proceeds from
12 the SRF Loan is described by Joint Petitioners' witness Craig Jackson. The operational
13 implementation of the coordination of the Citizens Water, Citizens Water of Westfield, and
14 CRW systems to facilitate delivery of water to Lebanon Utilities is described by Joint
15 Petitioners' witness Willman.

16 **Q14. WILL THE JOINT PETITIONERS EARN A RETURN ON ANY OF THE**
17 **INFRASTRUCTURE TO BE FUNDED WITH PROCEEDS FROM THE SRF**
18 **LOAN?**

19 A14. No. As explained by Joint Petitioners' witness Jackson, as a result of IEDC's commitment
20 and guaranty to fund all principal and interest payments associated with the SRF Loan, the
21 property attributed to the SRF Loan will be recorded as contributed property and, therefore,
22 is not an investment on which CRW will earn a return.

1 **Q15. WHAT IS THE RATIONALE FOR CREATING CRW AS OPPOSED TO HAVING**
2 **CITIZENS WATER DIRECTLY SERVE THE LEAP DISTRICT?**

3 A15. As discussed in detail by Joint Petitioners' witness Cooley, the total estimated cost to build
4 the infrastructure needed to supply and deliver 10 MGD of water to the LEAP District is
5 approximately \$200 million. While some of the investment will be required for
6 infrastructure in the Citizens Water and Citizens Water of Westfield systems, all of the
7 investment is being made to support the LEAP District initiative. Given the magnitude of
8 the investment in infrastructure required and the fact that investment is being made to
9 support the LEAP District initiative, we believe it is important to insulate Citizens Water
10 and Citizens Water of Westfield from the financing and other risks associated with the
11 project.

12 Under the arrangement proposed by the Joint Petitioners, CRW will solely bear the
13 contractual risk to supply water to Lebanon Utilities. Likewise, neither Citizens Water nor
14 Citizens Water of Westfield will be parties to the SRF Loan agreement or directly receive
15 any of the loan proceeds. Rather, pursuant to the asset use agreement that witness Willman
16 describes in more detail, CRW will provide a portion of the SRF Loan proceeds to Citizens
17 Water and Citizens Water of Westfield to make improvements to their respective systems
18 needed to support the delivery of water to the LEAP District. In exchange, under the asset
19 use agreement, CRW will have the right to use the Citizens Water and Citizens Water of
20 Westfield systems in order for CRW to fulfill its water supply obligation to Lebanon
21 Utilities.

1 **Q16. DO YOU BELIEVE THE JOINT PETITIONERS' PARTICIPATION IN THE**
2 **LEAP DISTRICT INITIATIVE WILL BENEFIT CITIZENS WATER, CITIZENS**
3 **WATER OF WESTFIELD, AND THEIR CUSTOMERS?**

4 A16. Yes. I believe the LEAP District Initiative will benefit our existing utilities and the
5 Indianapolis and Westfield communities in a number of ways. The State's Regional
6 Economic Acceleration and Development Initiative ("READI") encourages neighboring
7 counties, cities, and towns to collaborate on programs that will achieve economic growth
8 and workforce development. READI recognizes that economic development anywhere in
9 the nine-county Indianapolis metropolitan area is beneficial to all communities in the
10 region. We believe the LEAP District Initiative is no exception and is sure to benefit
11 businesses and residents of the Indianapolis and Westfield communities we already serve.
12 As an example, Eli Lilly and Company, a longstanding beneficiary of the public charitable
13 trust and valuable corporate citizen in the City of Indianapolis, plans to build a \$3.7 billion
14 manufacturing facility in the LEAP District that will benefit Lilly and strengthen its
15 presence in Central Indiana.

16 Moreover, the Joint Petitioners' proposal to meet the water supply needs of the
17 LEAP District is a continuation of Citizens Energy Group's commitment to mutually
18 beneficial regional water supply planning and optimization of resources used to serve water
19 utility customers in the City of Indianapolis and other Central Indiana communities. In
20 addition, revenues received by Citizens Water from the sale of wholesale water to CRW
21 will help offset Citizens Water's revenue requirement in future rate cases, thereby
22 benefiting Citizens Water's customers.

1 **Q17. HAVE THE JOINT PETITIONERS' RESPECTIVE BOARDS APPROVED EACH**
2 **UTILITY'S PARTICIPATION IN THE LEAP DISTRICT INITIATIVE?**

3 A17. Yes. The Citizens Energy Group Board is the governing body with authority to approve
4 Citizens Water's participation in the LEAP District Initiative. Certain approvals were also
5 required by the Citizens Energy Group Board related to the creation of CRW and its
6 participation in the LEAP District Initiative. Additionally, the Board of Directors for CRW
7 approved a resolution authorizing the company, among other things, to take all actions
8 necessary to provide service to Lebanon Utilities and/or the LEAP District and surrounding
9 areas. Finally, the Board of Directors for Citizens Water of Westfield approved a
10 resolution authorizing it to enter into the asset use agreement and take other actions
11 necessary or desirable related to its participation in the LEAP District Initiative. All the
12 foregoing resolutions are included in Attachment JAH-3 to my testimony.

13 **III. CONCLUSION**

14 **Q18. MR. HARRISON, CAN YOU PLEASE SUMMARIZE THE PRINCIPAL POINTS**
15 **MADE IN YOUR TESTIMONY?**

16 A18. Yes. The LEAP District initiative, which is being led by the State of Indiana through the
17 IEDC, is an exciting and important economic development and workforce development
18 opportunity for the State and Central Indiana in particular. Citizens Energy Group, through
19 the involvement of the Joint Petitioners, is pleased to play a role in contributing to the
20 success of this important initiative. We have collaborated with the IEDC and Lebanon
21 Utilities to develop a regional water supply planning solution that will ensure the water
22 supply needs of the LEAP District are met. IEDC will pay the debt service obligations on
23 the SRF Loan and any additional borrowings that will fund the infrastructure to be built by

1 the Joint Petitioners, which will appropriately insulate existing and future ratepayers from
2 project risks and also ensure the rates they pay will not include a return on any of the assets
3 being built. In sum, I believe the approvals the Joint Petitioners are seeking are in the
4 public interest and should be approved.

5 **Q19. PLEASE PROVIDE AN OVERVIEW OF THE RELIEF REQUESTED BY THE**
6 **JOINT PETITIONERS.**

7 A19. The Verified Joint Petition includes the following requests for relief:

- 8 • Approvals related to CRW's establishment as a public utility and commencement of
9 water utility services in Boone County;
- 10 • Approval of the wholesale water supply agreement between CRW and Lebanon
11 Utilities (Joint Petitioners' Exh. No. 5, Attachment KLK-2);
- 12 • Approval of the wholesale water supply agreement between Citizens Water and CRW
13 (Joint Petitioners' Exh. No. 5, Attachment KLK-1);
- 14 • Approval of an operating and management agreement between Citizens Energy Group
15 and CRW (Joint Petitioners' Exh. No. 4, Attachment JAW-1);
- 16 • Approval of the allocation of certain corporate shared services costs to CRW;
- 17 • Approvals related to CRW's issuance of debt in connection with the SRF Loan and the
18 Direct Funding and Guaranty Agreement among CRW, the IEDC, and others (Joint
19 Petitioners' Exh. No. 2, Attachments CLJ-1 and CLJ-2);
- 20 • Approval of CRW's proposed depreciation rates; and
- 21 • Approval of an asset use agreement between and among CRW and Citizens Water and
22 Citizens Water of Westfield (Joint Petitioners' Exh. No. 4, Attachment JAW-2).

1 **Q20. WHO ARE THE OTHER WITNESSES TESTIFYING ON BEHALF OF THE**
2 **JOINT PETITIONERS?**

3 A20. In addition to me, the following witnesses are offering testimony on behalf of the Joint
4 Petitioners:

- 5 • Craig Jackson, Citizens Energy Group's Senior Vice President and Chief Financial
6 Officer, testifies in support of CRW's request for approvals of the issuance of long-
7 term debt through the SRF loan and proposed depreciation rates. Mr. Jackson also
8 discusses CRW's financial ability to operate as a public utility and provide wholesale
9 water service to Lebanon Utilities.
- 10 • Bruce Cooley, a senior Project Manager for Citizens Energy Group's Capital Programs
11 & Engineering division, serves as Joint Petitioners' program manager for their
12 involvement in the LEAP District initiative. Mr. Cooley provides an overview of the
13 capital projects necessary for CRW, Citizens Water, and Citizens Water of Westfield
14 to facilitate the delivery of 10 MGD of water to the LEAP District, including support
15 for the cost estimates and a discussion of the construction timeline.
- 16 • Jeffrey Willman, Citizens Energy Group's Vice President of Water Operations,
17 discusses CRW's operational and managerial ability to operate as a public utility and
18 provide wholesale water service to Lebanon Utilities. Mr. Willman also testifies in
19 support of the wholesale water supply agreement between CRW and Lebanon Utilities
20 and the wholesale water supply agreement between Citizens Water and CRW; the Asset
21 Use Agreement CRW has entered into with Citizens Water and Citizens Water of
22 Westfield; and the Management and Operating Agreement between Citizens Energy
23 Group and CRW.


- 1 • Korlon Kilpatrick, Director of Regulatory Affairs for Citizens Energy Group, testifies
2 in support of the wholesale water supply agreement between CRW and Lebanon
3 Utilities and the wholesale water supply agreement between Citizens Water and CRW,
4 including describing the rates, charges, and terms and conditions in each agreement.

5 **Q21. DOES THAT CONCLUDE YOUR DIRECT TESTIMONY?**

6 A21. Yes. At this time.

VERIFICATION

The undersigned affirms under the penalties for perjury that the foregoing testimony is true to the best of his knowledge, information, and belief.


Jeffrey A. Harrison

FILED
May 26, 2023
INDIANA UTILITY
REGULATORY COMMISSION

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

JOINT PETITION OF CITIZENS REGIONAL WATER)
RESOURCES, LLC, OR "CRW," THE BOARD OF DIRECTORS)
FOR UTILITIES OF THE DEPARTMENT OF PUBLIC)
UTILITIES OF THE CITY OF INDIANAPOLIS, OR THE)
"BOARD," AS TRUSTEE OF THE PUBLIC CHARITABLE)
TRUST FOR THE WATER SYSTEM, D/B/A CITIZENS WATER,)
AND CITIZENS WATER OF WESTFIELD, LLC, FOR: (1))
APPROVAL OF WHOLESALE WATER SUPPLY AGREEMENT)
BETWEEN CRW AND CITY OF LEBANON UTILITIES,)
INCLUDING APPROVAL OF CRW TO OPERATE AS A PUBLIC)
UTILITY IN CONNECTION WITH SUCH SUPPLY)
AGREEMENT; (2) APPROVAL OF WHOLESALE WATER)
SUPPLY AGREEMENT BETWEEN CRW AND CITIZENS)
WATER, USING CITIZENS WATER'S CURRENT WHOLESALE)
RATE; (3) GRANTING TO CRW ALL NECESSARY AUTHORITY)
IN CONNECTION WITH THE ISSUANCE OF LONG-TERM)
DEBT IN AN AGGREGATE PRINCIPAL AMOUNT OF UP TO)
\$200,000,000.00 IN THE FORM OF AN INDIANA FINANCE)
AUTHORITY STATE REVOLVING FUND LOAN, TOGETHER)
WITH APPROVAL OF A DIRECT FUNDING AND GUARANTY)
AGREEMENT BETWEEN CRW AND THE INDIANA)
ECONOMIC DEVELOPMENT CORPORATION, OR "IEDC,")
WHEREBY IEDC RETAINS FULL RESPONSIBILITY FOR)
REPAYMENT OF THE LOAN; (4) APPROVAL OF)
AGREEMENTS ANCILLARY TO THE TRANSACTION)
INCLUDING A MANAGEMENT AND OPERATING)
AGREEMENT BETWEEN CRW AND THE BOARD, AND AN)
ASSET USE AGREEMENT BETWEEN AND AMONG CRW,)
CITIZENS WATER AND CITIZENS WATER OF WESTFIELD,)
LLC; (5) APPROVAL OF PROPOSED ALLOCATION OF)
CORPORATE SHARED SERVICES COSTS TO CRW; (6))
APPROVAL OF DEPRECIATION RATES FOR USE BY CRW;)
AND (7) GRANTING OF THE COMMISSION'S CONSENT FOR)
CRW TO USE PROPERTY OWNED BY BOONE COUNTY,)
INDIANA, PURSUANT TO IND. CODE § 36-2-2-23)

CAUSE NO. 45896

VERIFIED JOINT PETITION

Citizens Regional Water Resources, LLC ("CRW"), the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis (the "Board"), in its capacity as trustee of the public charitable trust for the Water System, d/b/a Citizens Water ("Citizens Water") and Citizens Water of Westfield, LLC ("Westfield Water") (hereinafter, collectively, the "Joint

Petitioners”), by their counsel, hereby respectfully request from the Indiana Utility Regulatory Commission (“Commission”): (1) approval of a wholesale water supply agreement between CRW and the City of Lebanon Utilities, or “Lebanon Utilities” (the “Lebanon Supply Agreement”), along with authorization for CRW to enter into such Lebanon Supply Agreement and operate as a public utility; (2) approval of a wholesale water supply agreement between CRW and Citizens Water (the “Citizens Water Supply Agreement”), whereby Citizens Water shall sell water on a wholesale basis to CRW at Citizens Water’s Commission approved wholesale rate; (3) granting to CRW all necessary authority in connection with the issuance of long-term debt in an aggregate principal amount of up to \$200,000,000.00 in the form of an Indiana Finance Authority (“IFA”) State Revolving Fund (“SRF”) loan (the “SRF Loan”), together with approval of a Direct Funding and Guaranty Agreement (the “Guaranty”) between CRW and the Indiana Economic Development Corporation (“IEDC”), whereby IEDC “absolutely and unconditionally promises and guarantees” to CRW to retain full responsibility for repayment of the SRF Loan; (4) approval of ancillary agreements including a Management and Operating Agreement between CRW and the Board (the “Service Agreement”), and an asset use agreement between and among CRW, Citizens Water and Westfield Water (the “Asset Use Agreement”), whereby CRW will use certain assets of Citizens Water and Westfield Water, respectively, to serve Lebanon Utilities under the Lebanon Supply Agreement in exchange for a contribution of SRF Loan proceeds from CRW for necessary system upgrades; (5) approval of the allocation of certain corporate shared services costs to CRW; (6) approval of depreciation rates for use by CRW; and (7) granting of the Commission’s consent for CRW to use property owned by Boone County, Indiana, pursuant to Ind. Code § 36-2-2-23. In support of this Verified Joint Petition (hereinafter, “Petition”), the Joint Petitioners state the following:

1. **Joint Petitioner CRW's Characteristics.** Joint Petitioner CRW is an Indiana limited liability company and a public utility as defined in Indiana Code § 8-1-2-1, with its principal office and place of business at 2020 N. Meridian St., Indianapolis, IN 46202. CRW seeks to own, operate, and control utility plant, property and equipment for the distribution and delivery of water utility service within Boone County, Indiana. CRW is a subsidiary of Citizens Water Resources Holdings, LLC ("CW Holdings,"), which itself is wholly-owned by Citizens By-Products Coal Company, d/b/a Citizens Resources ("Citizens Resources"), a direct subsidiary of the Board. CRW seeks to obtain its water for resale from Citizens Water, pursuant to the Citizens Water Supply Agreement, and utilize corporate services support from employees of the Board through the Services Agreement. CRW's funding to develop its water utility system is proposed to come from the SRF Loan subject to the IEDC's Guaranty. As a public utility, CRW is subject to the jurisdiction of the Commission, as and to the extent permitted by law, and seeks the Commission's approval for the rates and charges and terms of service proposed for the Lebanon Supply Agreement, and the other relief sought in the Cause.

2. **Joint Petitioner Citizens Water's Characteristics.** Joint Petitioner Citizens Water owns and operates certain water utility assets acquired from the City of Indianapolis, Indiana (the "City") and the City's Department of Waterworks (the "DOW") pursuant to an Asset Purchase Agreement approved by the Commission's July 13, 2011 Order in Cause No. 43936. By means of the foregoing water utility plant, properties, equipment, and facilities, Citizens Water provides water utility service to the public in the City and in surrounding communities within Central Indiana. Its principal office is located at 2020 N. Meridian St., Indianapolis, IN 46202. It is subject to the jurisdiction of the Commission in the manner and to the extent provided by the laws of the State of Indiana, including with respect to the establishment of rates and charges under Indiana

Code § 8-1-11.1-3(c)(9). Citizens Water is a municipally owned water utility as defined in Indiana Code § 8-1-2-1(h).

3. Joint Petitioner Westfield Water's Characteristics. Joint Petitioner Westfield Water is an Indiana limited liability company and a public utility as defined in Indiana Code § 8-1-2-1, with its principal office and place of business at 2020 N. Meridian St., Indianapolis, IN 46202. Westfield Water owns, operates and controls utility plant, property and equipment for the production, distribution and delivery of water utility service including within Hamilton County, Indiana. Westfield Water is a subsidiary of Citizens Westfield Utilities, LLC, which itself is a wholly-owned subsidiary of Citizens Energy Services Company, LLC, a direct subsidiary of Citizens Resources. CRW proposes to use certain of Westfield Water's water utility assets pursuant to the Asset Use Agreement in connection with providing water utility services to Lebanon Utilities, and for this purpose intends to contribute certain of the proceeds from the SRF Loan to Westfield Water so that Westfield Water can make certain system upgrades necessary to allow the delivery of water utility service from CRW to Lebanon Utilities.

4. The Proposed Transaction. The IEDC, responsible for promoting the State of Indiana's economic development goals, approached the Board in 2022 with regard to a proposed Innovation Development District being developed in Boone County, Indiana, pursuant to Indiana Code ch. 36-7-32.5, known -as the Limitless Exploration/Advanced Pace, or "LEAP" District, in order to promote the State's economic development goals to attract job-producing commercial ventures in the area. IEDC asked the Board to consider options for supplying treated water to serve the anticipated need in the area, specifically 6.0 million gallons per day ("MGD") by 2026, and 10.0 MGD by 2027. IEDC's request was that water be supplied on a wholesale basis to

Lebanon Utilities, who would then serve the LEAP District as part of Lebanon Utilities' distribution system.

a. Basic Structure of the Proposed Transaction. The proposed solution identified by IEDC, the Board and Lebanon Utilities was for the Board to create a new public utility, i.e., CRW, to supply treated water on a wholesale basis to Lebanon Utilities in an amount sufficient to serve the LEAP District. CRW is a subsidiary of Citizens Resources, through CW Holdings, and will purchase water from Citizens Water at Citizens Water's approved wholesale rate, to then sell to Lebanon Utilities. Delivery of the requested amounts of water will require installation of new infrastructure in Boone County which will be owned and operated by CRW, as well as system upgrades in Marion and Hamilton Counties to the existing water utility systems owned and operated by Citizens Water and Westfield Water, respectively. Funding for the total set of related projects, currently estimated to total up to \$200,000,000.00, will come from the SRF Loan to CRW, which is to be fully repaid by the IEDC pursuant to the Guaranty.

b. Fundamental Legal Authority for the Proposed Transaction. CRW and CW Holdings are assets held in trust by Citizens Resources, as a trustee delegate of the Board acting in its capacity as trustee of the Water Trust, and in this fiduciary capacity these assets are to be held and used for the sole and exclusive benefit of the Water Trust's beneficiaries, who are the inhabitants of the City. The Board has the statutory authority under Indiana Code § 8-1-11.1-3(a) to own and operate the waterworks utility, Citizens Water, and the statutory authority under Indiana Code § 8-1-11.1-3(c)(8) to use Citizens Resources as a trustee delegate for the Water Trust as described above.

c. General Benefits of the Proposed Transaction. The infrastructure to be installed with the SRF Loan proceeds, to be fully paid back by IEDC, will be contributed property, and CRW therefore does not anticipate earning a return on the infrastructure installed using these funds. Nevertheless, the proposed transaction described in this Petition (the “Proposed Transaction”) does have the benefit of aiding the State to promote its economic development goals by providing a portion of the needed water supply to promote job creation and other economic benefits in the LEAP District area, while at the same time promoting the State’s policy of encouraging regionalization of utility services to promote affordability (pursuant to Indiana Code § 8-1-2-0.5), while also not unnecessarily exposing the existing customers and beneficiaries of the Board. Moreover, the revenue generated through the Citizens Water Supply Agreement will help to offset Citizens Water’s revenue requirement and thus provide benefit to the Water Trust’s beneficiaries. No unfavorable rate impact to existing customers of Citizens Water or Westfield Water is anticipated. Benefits are also anticipated for the City of Lebanon from proceeding in the manner proposed, to advance the goals and satisfy this request from the State of Indiana.

5. Relief Requested. Joint Petitioners seek Commission approval of the Proposed Transaction, discrete elements of which include the following, each of which the Joint Petitioners request be authorized by the Commission at the conclusion of this Cause.

a. The Lebanon Supply Agreement and its rates and charges pursuant to Indiana Code § 8-1-2-4, including a finding from the Commission that CRW has the lawful authority and the technical, financial and managerial ability to be a party to the Lebanon Supply Agreement;

b. The Citizens Water Supply Agreement, by which CRW will obtain its water for delivery to Lebanon Utilities, at Citizens Water's standard wholesale rates previously approved by the Commission pursuant to Indiana Code § 8-1-11.1-3(c)(9);

c. The SRF Loan, pursuant to Indiana Code §§ 8-1-2-76 through 8-1-2-80, and Indiana Code § 8-1-4-1, and in particular the Financial Assistance Agreement ("FAA") which CRW intends to seek with IFA, and the Guaranty by which IEDC will fund the debt service and guaranty the full repayment of the approximately \$200,000,000.00 loan amount set forth in the FAA;

d. The Services Agreement between CRW and the Board;

e. The Asset Use Agreement, by which CRW will contribute SRF Loan proceeds to Citizens Water and Westfield Water for their respective water utility system upgrades, in exchange for CRW's right to use the improved assets for the provision of CRW's own water utility services, pursuant to Indiana Code § 8-1-2-84;

f. The allocation of certain corporate shared services costs to CRW;

g. The approval of depreciation rates for use by CRW; and

h. Pursuant to Indiana Code § 36-2-2-23, consent for CRW to use property owned by Boone County, Indiana, for its water utility infrastructure.

6. **Applicable Statutes.** Joint Petitioners believe Indiana Code §§ 8-1-2-0.5, 8-1-2-1, 8-1-2-1(h)-(i), 8-1-2-4, 8-1-2-19, 8-1-2-76 through -80, 8-1-2-84, 8-1-2-92, 8-1-4-1, 8-1-11.1-3(a), 8-1-11.1-3(c)(8)-(9), 36-2-2-23 and 36-7-32.5, as well as other sections of Ind. Code 8-1-2, may be applicable to this Cause.

7. **Joint Petitioners' Counsel.** The following attorneys are counsel for Joint Petitioners in this proceeding and are authorized to accept service of papers on behalf of such Joint

- Evidentiary Hearing Week of July 31, 2023 (2 days)

WHEREFORE, Joint Petitioners respectfully request that the Commission, after an evidentiary hearing and consideration of any evidence presented by Joint Petitioners, the Indiana Office of Utility Consumer Counselor and any intervening parties, enter an Order (1) approving the Lebanon Supply Agreement, the Citizens Water Supply Agreement, the Services Agreement, the Asset Use Agreement, and the SRF Loan, including the FAA and the Guaranty, (2) finding that CRW has the legal authority and technical, financial and managerial ability to enter into the Lebanon Supply Agreement and operate as a public utility, (3) granting CRW all necessary authority to issue debt in connection with the SRF Loan, (4) approving the allocation of certain corporate shared services costs to CRW, (5) approving CRW's adoption of depreciation rates, (6) granting CRW the Commission's consent to use property owned by Boone County, Indiana, pursuant to Indiana Code § 36-2-2-23, and (7) granting all other relief appropriate in the premises.

[Signature Page Follows]

Dated: May 26, 2023

Respectfully submitted,

JOINT PETITIONERS:

CITIZENS REGIONAL WATER RESOURCES, LLC;
CITIZENS WATER; and
CITIZENS WATER OF WESTFIELD, LLC



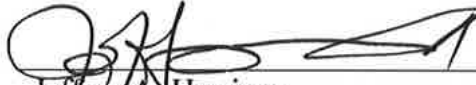
Michael E. Allen
Attorney for Joint Petitioners

Michael Allen (20768-49)
Lauren Toppen (23778-49)
Alejandro Valle (22863-49)
S. Dear Schramm-Satayathum (26576-49)
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Citizens Energy Group
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Steven W. Krohne (20969-49)
Ice Miller LLP
One American Square, Suite 2900
Indianapolis, IN 46282-0200
Telephone: (317) 236-2294
Facsimile: (317) 592-4211
E-mail: steven.krohne@icemiller.com

VERIFICATION

The undersigned affirms under the penalties for perjury that the foregoing representations are true to the best of the undersigned's knowledge, information and belief.



Jeffrey A. Harrison
President & CEO, Citizens Water

VERIFICATION

The undersigned affirms under the penalties for perjury that the foregoing representations are true to the best of the undersigned's knowledge, information and belief.



Jeffrey A. Willman
*Vice President – Water Operations, Citizens Water
President, Citizens Regional Water Resources, LLC
President, Citizens Water of Westfield, LLC*

VERIFICATION

The undersigned affirms under the penalties for perjury that the foregoing representations are true to the best of the undersigned's knowledge, information and belief.



Joseph M. Perkins
*Senior Vice President-General Counsel, Citizens Water
Secretary, Citizens Regional Water Resources, LLC
Secretary, Citizens Water of Westfield, LLC*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Verified Joint Petition was served this 26th day of May, 2023, to:

Indiana Office of Utility Consumer Counselor
PNC Center
115 West Washington Street, Suite 1500 South
Indianapolis, IN 46204
infomgt@oucc.in.gov



Attorney for Joint Petitioners



May 24, 2023

Indiana Utility Regulatory Commission
PNC Center
101 W. Washington Street, Suite 1500E
Indianapolis, Indiana 46204

Dear Commissioners:

I serve as the Chief Operating Officer of the Indiana Economic Development Corporation (“IEDC”). The IEDC carries out its mission of growing the State of Indiana’s economy, investing in communities and improving workforce development through a number of initiatives. I understand this letter will be included in the prefiled materials Citizens Regional Water Resources, LLC and its affiliated utilities (collectively, “Citizens”) will submit to the Indiana Utility Regulatory Commission (“Commission”) when seeking certain approvals related to the project described below rather than being sent directly to the Commission.

The purpose of my letter is to express the IEDC’s support for the petition filed by Citizens in connection with Citizens’ participation in an economic and workforce development initiative being led by the IEDC that also includes a component of a regional water solution for central Indiana. That initiative involves the development of a new Research & Development District in Boone County called the Limitless Exploration/Advanced Pace (“LEAP”) Innovation and Research District (the “LEAP District”). Development of the LEAP District promises tremendous potential benefits for the State of Indiana and the Central Indiana economy particularly. Eli Lilly and Company has already broken ground on new manufacturing facilities to be built in the LEAP District. Lilly plans to invest more than \$3.7 billion and create 700 new jobs, representing the largest manufacturing investment at a single location in the company’s history. At full build, the LEAP District will be home to hundreds of businesses, employing over 50,000 employees at industry-leading companies devoted to boundary-breaking projects in life sciences, microelectronics, ag-tech, clean tech, electrification and EV innovation.

The IEDC approached Citizens in March 2022 and requested assistance with the development of a plan for early stage water supply for the LEAP District to allow Indiana to compete for economic development opportunities. Relative to water supply, time is of the essence to demonstrate to businesses that adequate water supply will be available in the LEAP District. Consistent with its planned economic development timeline, the IEDC has requested Citizens be able to deliver 6 MGD of water to the LEAP District by January 2026 with that amount increasing to 10 MGD by January 2027.

Collaborative efforts between IEDC and Citizens over the last 14 months have allowed us to reach a mutually agreeable arrangement whereby Citizens will deliver water on a wholesale basis to Lebanon Utilities, which in turn will provide retail water service to customers in the LEAP District. Without the commitment to collaboration and regional water supply planning that Citizens and Lebanon Utilities have shown, the benefits of the LEAP District initiative would not be achievable.

On behalf of the IEDC and State of Indiana, I urge the Commission to promptly issue the approvals required

for Citizens to move forward with construction of the needed water utility infrastructure. The required approvals are vital to the State of Indiana's economic interests.

Thank you for your consideration of this letter and your valuable service to the State of Indiana.

Respectfully,

A handwritten signature in blue ink, consisting of a stylized 'D' followed by a cursive 'R'.

David Rosenberg



One Municipal Plaza
401 South Meridian Street
Lebanon, IN 46052

Phone: 765-482-5100
FAX: 765-482-8884
Emergency: 765-482-8850

Indiana Utility Regulatory Commission
PNC Center
101 W. Washington Street, Suite 1500E
Indianapolis, Indiana 46204

May 25, 2023

Dear Commissioners:

I serve as the General Manger of Lebanon Utilities. Lebanon Utilities provides municipal utility services to residents and businesses in the City of Lebanon, within Boone County, Indiana. I understand this letter will be included in the pre-filed materials Citizens Regional Water Resources, LLC and its affiliated utilities (collectively, "Citizens") will submit to the Indiana Utility Regulatory Commission ("Commission") when seeking certain approvals related to the project described below.

The purpose of my letter is to express Lebanon Utilities' support for the petition filed by Citizens in connection with Citizens' participation in an economic and workforce development initiative being led by the Indiana Economic Development Corporation, or "IEDC." That initiative involves the development of a new Innovation Development District in Boone County called the Limitless Exploration/Advanced Pace ("LEAP") Innovation and Research District (the "LEAP District"). The LEAP District will be incorporated into and become part of the City of Lebanon's territorial limits.

The IEDC approached Lebanon Utilities and requested assistance with a plan for facilitating water supply to the LEAP District to allow Indiana to compete for economic development and job growth opportunities. IEDC requested that water be made available to the LEAP District by 2026/2027 in amounts greater than Lebanon Utilities can supply on its own. Accordingly, Lebanon Utilities coordinated with Citizens to agree upon an arrangement whereby Citizens will deliver 6 million gallons per day ("MGD") of treated water to Lebanon Utilities by approximately January 2026, with that amount increasing to 10 MGD by approximately January 2027, for Lebanon Utilities to then supply for customers in the LEAP District and City of Lebanon.

Negotiations between Lebanon Utilities and Citizens over several months have allowed us to reach a mutually agreeable arrangement whereby Citizens will deliver water on a wholesale basis to Lebanon Utilities, which in turn will provide retail water service to customers in the LEAP District. Lebanon Utilities supports the resultant wholesale Water Supply Agreement, which was the result of good faith, arms' length negotiations, and which Lebanon Utilities believes contains rates, charges, terms, and conditions of service that are just, reasonable result in no rate increase for existing Lebanon Utilities customers and are in the public interest.

Some time ago, Lebanon Utilities began researching secondary water sourcing for the City of Lebanon. The Agreements that have been reached with Citizens and with IEDC's participation, will secure a needed secondary water supply for Lebanon. On behalf of Lebanon Utilities, I urge the Commission to promptly issue the approvals required for Citizens to move forward with construction of the needed water utility infrastructure.



One Municipal Plaza
401 South Meridian Street
Lebanon, IN 46052

Phone: 765-482-5100
FAX: 765-482-8884
Emergency: 765-482-8850

Thank you for your consideration of this letter and your valuable service to residents of Indiana, including those served with municipal utility services by Lebanon Utilities

Respectfully,

A handwritten signature in black ink, appearing to read "Ed Basquill", is written over the word "Respectfully,".

Ed Basquill, GM

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

In Re: An excerpt from the
Regular Joint Meeting held
May 17, 2023

VERIFIED CERTIFICATE OF RESOLUTION OF
THE BOARD OF DIRECTORS FOR UTILITIES OF THE DEPARTMENT OF
PUBLIC UTILITIES OF THE CITY OF INDIANAPOLIS

The undersigned officer hereby certifies the following resolution was adopted by the
Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis
on May 17, 2023, to-wit:

RESOLUTION OF THE DEPARTMENT OF PUBLIC UTILITIES OF THE CITY OF
INDIANAPOLIS, ACTING BY AND THROUGH THE BOARD OF DIRECTORS FOR
UTILITIES AS TRUSTEE OF THE PUBLIC CHARITABLE TRUST FOR THE
WATER SYSTEM PERTAINING TO THE FORMATION OF CW HOLDINGS, LLC
AND CITIZENS REGIONAL WATER RESOURCES, LLC FOR THE BENEFIT OF
THE WATER TRUST

WHEREAS, the Department of Public Utilities for the City of Indianapolis, acting by and
through the Board of Directors for Utilities of the Department of Public Utilities (the "Board") as
trustee of the public charitable trust for the water system (the "Water Trust") d/b/a Citizens Energy
Group ("Citizens Energy Group" or "Citizens") is vested by Indiana Code Section 8-1-11.1 (the
"Act") with the exclusive government, management, regulation, and control of certain utility
operations and properties located in and around Marion County, Indiana, including without
limitation, any waterworks; and

WHEREAS, Citizens Energy Group owns and operates water utility assets acquired from
the City of Indianapolis, Indiana (the "City") and the Department of Waterworks ("DOW") of the
City pursuant to an Asset Purchase Agreement approved by Order of the Indiana Utility Regulatory
Commission ("Commission") issued on July 13, 2011 in Cause No. 43936; and

WHEREAS, pursuant to Indiana Code Section 8-1-11.1-3(c)(8), the Board of Directors has
the authority "to preserve the corporate organization of any company engaged in the mining of coal,
or any other commercial or manufacturing business, the stock of which may be owned by any utility
whose property and assets may be taken over by any such city [and] to do all things necessary to
cause any such . . . company efficiently to carry on its operations and to conduct its business in the
same manner as if its stocks were owned by private individuals;" and

WHEREAS, in accordance with the foregoing statute, Citizens Energy Group currently
owns the stock of Citizens By-Products Coal Company, Inc. d/b/a Citizens Resources ("Citizens
Resources"), which through its direct and indirect affiliates engages in a variety of utility-related
ventures; and

WHEREAS, the powers provided to the Board under Indiana Code Section 8-1-11.-3(a)
over the "government, management, regulation, and control of all public utilities [including] any
waterworks" and under Indiana Code Section 8-1-11.1-3(c)(8) to hold stock for and on behalf of
"any utility whose property and assets may be taken over by any such city," collectively, along with
the other powers granted to the Board in Indiana Code Chapter 8-1-11.1 give the Board statutory
authority to cause Citizens Resources to establish and hold subsidiaries for the purposes of

providing water service as well as acquiring water rights and water facilities outside the City of Indianapolis for and on behalf of the Water Trust; and

WHEREAS, the Indiana Economic Development Corporation ("IEDC") approached Citizens Energy Group and requested that it cause to be constructed and operated, certain water infrastructure and improvements directly and/or through one or more of its affiliated utilities that could be used to provide wholesale water service to the municipal water utility owned and operated by the City of Lebanon Utilities ("Lebanon Utilities") sufficient to allow Lebanon Utilities to provide retail water service to an Innovation Development District established pursuant to Indiana Code Chapter 36-7-32.5 known as the Limitless Exploration/Advance Pace District (the "LEAP District"); and

WHEREAS, the LEAP District is located along the Interstate 65 corridor in Boone County, Indiana in and around the City of Lebanon, Indiana and at full capacity, IEDC anticipates the LEAP District will be occupied by multiple life sciences, microelectronics, ag-tech, clean tech, electrification and electric vehicle innovation industries; and

WHEREAS, on March 10, 2023, the Board and IEDC entered into a Memorandum of Understanding (the "MOU"), setting forth terms by which a new public utility affiliate of Citizens Energy Group, designated as Citizens Regional Water Resources, LLC ("CRW") will provide wholesale water service to Lebanon Utilities to facilitate its provision of retail water service to the LEAP District (the "Transaction") and the background information set forth therein is hereby incorporated by reference into this Resolution; and

WHEREAS, under the terms of the MOU, to finance the cost of constructing the infrastructure needed to supply wholesale finished water to Lebanon Utilities for the LEAP District, CRW will enter into a Financial Assistance Agreement ("FAA") with the Indiana Finance Authority (the "IFA") pursuant to which the IFA will loan approximately \$200,000,000 in aggregate principal amount to CRW, or such amount as is necessary to construct the water infrastructure needed to serve the LEAP District (the "SRF Loan"); and

WHEREAS, under the MOU, IEDC has agreed to make direct payment and guaranty to CRW, of all required amounts at the times necessary to make payments of principal and interest on the SRF Loan; and

WHEREAS, in order to perform its obligations as contemplated by the Transaction, CRW will enter into agreements with Citizens Water, under which CRW will: (i) purchase wholesale water from Citizens Water in quantities sufficient for CRW to supply up to ten (10) million gallons of finished water per day to Lebanon Utilities; and (ii) transfer SRF Loan proceeds to Citizens Water to enable Citizens Water to make any and all upgrades to its facilities necessary to provide wholesale service to CRW, subject to CRW's having a right to use those facilities; and

WHEREAS, CRW also will enter into a separate agreement with Citizens Water of Westfield, LLC ("Citizens Water of Westfield") under which CRW will transfer SRF Loan proceeds to Citizens Water of Westfield in exchange for Citizen Water of Westfield's upgrading or oversizing certain water transportation facilities and providing CRW a right to use those facilities to take delivery of water from Citizens Water under the wholesale water agreement; and

WHEREAS, in order to facilitate the Transaction, the Board has determined it would be advisable and in the best interest of the Water Trust for the Board to cause Citizens Resources to form a new subsidiary to be known as Citizens Water Resources Holdings, LLC ("CW Holdings") for purposes of acquiring and owning subsidiary companies that among other things, own and operate water systems, facilities and infrastructure outside the City of Indianapolis and that Citizens Resources hold the units of CW Holdings for the benefit of the Water Trust; and

WHEREAS, the Board has further determined it would be advisable and in the best interest of the Water Trust for the Board to cause Citizens Resources to authorize and direct CW Holdings to form CRW for the purpose of providing wholesale water service to Lebanon Utilities and to confirm that its units are being held by CW Holdings for the benefit of the Water Trust; and

WHEREAS, the Board has determined that it would be advisable and in the best interests of the Water Trust that in connection with the formation of CW Holdings and CRW for the purposes of the Transaction, it designate Citizens Resources as trustee delegate of the Board acting in its capacity as trustee of the Water Trust, to hold the units of CW Holdings as fiduciary for the benefit of the Water Trust; and

WHEREAS, the Board has further determined it would be advisable to cause Citizens Resources to authorize and direct CW Holdings, as the sole member of CRW, to take action to authorize and direct CRW to:

- a. enter into any agreements with the IEDC, the IFA and City of Lebanon and/or Lebanon Utilities necessary to secure financing for the construction, development and operation of facilities to serve the LEAP District, including without limitation the FAA, provided such agreements create no liability to the Board, Citizens Water of Westfield, Citizens Resources, any other affiliate of Citizens Energy Group or CW Holdings, or any other affiliate of Citizens Energy Group aside from CRW;
- b. transfer to Citizens Water and Citizens Water of Westfield such proceeds from the SRF Loan as may be necessary for those utilities to construct upgrades to their facilities as may be required for Citizens Water to deliver wholesale water to CRW and enter into ancillary right of use agreements related to those upgrades;
- c. enter into a wholesale water purchase agreement with Citizens Water;
- d. enter into a shared services agreement with Citizens Energy Group to facilitate the provision of necessary corporate support services to CRW;
- e. enter into a wholesale water supply agreement with the City of Lebanon;
- f. obtain any Indiana Department of Environmental Management ("IDEM") approvals that may be needed for CRW to provide water service to Lebanon Utilities and surrounding areas; and
- g. seek such approvals from the Commission as may be necessary and appropriate to facilitate such provision of water service; and

WHEREAS, the Board has further determined it would be advisable to cause Citizens Resources to authorize Citizens Water of Westfield to enter into such agreements with CRW as may be necessary for Citizens Water of Westfield to transport water from Citizens Water to CRW and allowing CRW to use property contributed to Citizens Water of Westfield or paid for with SRF Loan proceeds, as well as to seek any approvals from the Commission as may be appropriate;

WHEREAS, the Board has further determined it would be advisable for Citizens Water to be authorized to enter into a wholesale water supply agreement with CRW and an ancillary right of use agreement allowing CRW to use property contributed to Citizens Water or paid for with SRF Loan proceeds; as well as seek such approvals from the Commission as may be necessary and appropriate; and

WHEREAS, the Board published notice of a hearing on the date hereof on its adoption of this Resolution and to consider the matters addressed in this Resolution on May 5, 2023, in accordance with Indiana Code 5-3-1; and

WHEREAS, the Board conducted a public hearing regarding the actions contemplated by this Resolution and to consider testimony from all interested members of the public and to consider the evidence presented at the hearing; and

WHEREAS, the Board, after considering all such testimony and evidence, desires to adopt this Resolution.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS FOR UTILITIES OF THE DEPARTMENT OF PUBLIC UTILITIES AS TRUSTEE OF THE PUBLIC CHARITABLE TRUST FOR THE WATER SYSTEM THAT:

SECTION 1. The foregoing recitals are incorporated herein by reference and are ratified, confirmed and approved.

SECTION 2. The Board hereby approves, authorizes, confirms and ratifies the direction and authority given to Citizens Resources with respect to the formation of CW Holdings for purposes of its acquiring, owning and operating water systems, facilities and infrastructure outside the City of Indianapolis for the benefit of the Water Trust.

SECTION 3. The Board hereby approves, authorizes, confirms and ratifies the direction and authority given to Citizens Resources' with respect to causing CW Holdings to form CRW for purposes of acquiring, owning and operating a water system, infrastructure and facilities to provide wholesale water service to Lebanon Utilities and its further direction to CW Holding to confirm that such CRW units are being held by CW Holdings for the benefit of the Water Trust.

SECTION 4. The Board hereby designates Citizens Resources as a trustee delegate and fiduciary for the Water Trust and directs that Citizens Resources hold the units of CW Holdings as trustee delegate in furtherance of and for the benefit of the Water Trust, and acknowledge that as a result CW Holdings will hold its assets including units of any subsidiaries in furtherance of and for the benefit of the Water Trust.

SECTION 5. The Board hereby directs, approves, authorizes and ratifies Citizens Resources' causing CW Holdings and its subsidiaries to operate and finance such acquisitions as necessary for the benefit of the Water Trust as Citizens Resources and CW Holdings deem necessary and appropriate.

SECTION 6. The Board hereby directs, approves, authorizes and ratifies Citizens Resources' and CW Holdings' causing CRW to:

a. enter into any agreements with the IEDC, the IFA and City of Lebanon and/or Lebanon Utilities necessary to secure financing for the construction of facilities to serve the LEAP District, including without limitation the FAA for an SRF Loan in such amount as determined necessary to provide for the construction of the facilities needed to serve the LEAP District, provided such agreements create no liability to the Board, Citizens Water of Westfield, Citizens Resources, or CW Holdings, or any other affiliate of Citizens Energy Group aside from CRW;

b. transfer to Citizens Water and Citizens Water of Westfield such proceeds from the SRF Loan as may be necessary for those utilities to construct necessary upgrades to their facilities as may be required for Citizens Water to deliver wholesale water to CRW and enter into ancillary right of use agreements related to those upgrades;

c. enter into a wholesale water purchase agreement with Citizens Water;

d. enter into a shared services agreement with Citizens Energy Group to facilitate the provision of necessary corporate support services to CRW;

e. enter into a wholesale water supply agreement with the City of Lebanon;

f. obtain IDEM approvals that may be needed to provide water service to Lebanon Utilities and surrounding areas; and

g. seek such approvals from the Commission as may be necessary and appropriate to facilitate such provision of water service.

SECTION 7. The Board hereby directs, approves, authorizes and ratifies Citizens Resources' causing Citizens Water of Westfield to enter into such agreements with CRW as may be necessary for Citizens Water of Westfield to transport water from Citizens Water to CRW using infrastructure owned and operated by Citizens Water of Westfield and allowing CRW to use property contributed to Citizens Water of Westfield by CRW or paid for with SRF Loan proceeds, as well as to seek any approvals from the Commission as may be appropriate.

SECTION 8. The Board hereby directs, approves, authorizes and ratifies Citizens Water's entering into a wholesale water supply agreement with CRW and an ancillary right of use agreement allowing CRW to use property contributed to Citizens Water or paid for with SRF Loan proceeds; as well as seek such approvals from the Commission as may be necessary and appropriate.

SECTION 9. The Board hereby authorizes the officers of Citizens Energy Group to take such further action, consistent with the foregoing resolutions, as may be necessary or desirable to

cause Citizens Resources and its subsidiaries to carry out the transactions contemplated by these resolutions

SECTION 10. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 11. All resolutions and parts of resolutions in conflict herewith are repealed.

SECTION 12. This Resolution shall be in full force and effect from and after its passage and execution.

The undersigned officer of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, as successor trustee of a public charitable trust, duly authorized to do business pursuant to Indiana Code 8-1-11.1, hereby certifies that the foregoing is a full, true and correct copy of the resolution adopted by the Board of Directors for Utilities on May 17, 2023.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of May 2023.

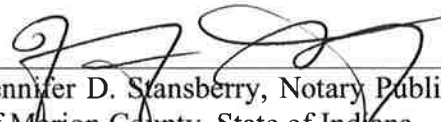


Joseph M. Perkins, Jr.
Assistant Secretary

ACKNOWLEDGEMENT

Before me appeared Joseph M. Perkins, Jr. to me personally known, who being by me duly sworn did affirm that he is the Assistant Secretary of the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, as successor trustee of a public charitable trust, that has no corporate seal and that this certificate was made and executed by him for and on behalf of said Board by the authority vested in said Board pursuant to Indiana Code 8-1-11.1 as its free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Indianapolis, Indiana, this 17th day of May 2023.


Jennifer D. Stansberry, Notary Public and Resident
of Marion County, State of Indiana

My Commission Expires:

08 / 19 / 2028

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CITIZENS REGIONAL WATER RESOURCES, LLC
[TO ACTION WITHOUT A MEETING]**

The undersigned, being all of the members of the board of directors (the "Board") of Citizens Regional Water Resources, LLC, an Indiana limited liability company (the "Company"), hereby consent that the following actions may be, and the same hereby are, taken [without the necessity of a meeting of the Board]:

I. Filing of Articles of Organization

Articles of Organization for the Company were filed with the Secretary of State of the State of Indiana on April 12, 2023.

II. Confirmation of Operating Agreement

The Operating Agreement, in the form attached hereto as Exhibit A, is hereby adopted, ratified and approved as the written operating agreement of the Company, and the appropriate signatory(ies) are hereby authorized to sign the same on behalf of the Company.

III. Confirmation of Initial Board of Directors

The Company hereby confirms that the individuals serving on the initial Board of Directors, as contemplated by the Operating Agreement, are Jeffrey A. Harrison, Michael D. Strohl, Craig L. Jackson and Joseph M. Perkins, Jr, who shall serve until the next annual meeting of the sole member of the Company and until their respective successors are duly appointed and qualified.

IV. Officers of the Company

The Company shall have the following officers, which officers shall have such authority and duties as shall be set forth in the Operating Agreement.

President: Jeffrey A. Willman

Vice President: Steve Berube

Treasurer: Jennifer M. Bailey

Secretary: Joseph M. Perkins, Jr.

V. Designation of Depository

RESOLVED, that the Company is hereby authorized to designate one or more depositories in which funds of the Company may be deposited by its managers, member, directors, officers, agents, and employees (the "Bank"), in conjunction with its parent and other affiliated companies, and that the President, or such other person designated by the President or the Board for such purpose, shall be and hereby is authorized to endorse any and all checks, drafts, notes, bills of exchange, and orders for the payment of money, either belonging to or coming into possession of

the Company for deposit. Endorsements for deposit may be by the written or stamped endorsement of the Company without designation of the person making the endorsement;

RESOLVED FURTHER, that the President of such other person designated by the President or the Board for such purpose, is hereby authorized to sign any and all checks, drafts, and orders including orders or directions in informal or letter form, against any funds at any time standing to the credit of the Company with the Bank, and/or against any account of the Company with the Bank, and that the Bank is hereby authorized to honor any and all checks, drafts and orders so signed, including those drawn to the individual order of any such officer and/or other person signing the same, without further inquiry or regard to the authority of said officer and/or person or the use of said checks, drafts and orders or the proceeds thereof;

RESOLVED FURTHER, that each of the foregoing resolutions shall continue in force until express written notice of its rescission or modification has been received by the Bank; and

RESOLVED FURTHER, that the President, or such other person designated by the President or the Board for such purposes, shall be and is hereby authorized and directed to certify to the Bank that the Board has adopted any resolution or resolutions not inconsistent with the foregoing resolutions which may be required by the Bank in connection with its designation as depository, and the same are hereby adopted and incorporated herein by reference.

VI. Organization

RESOLVED, that any and all acts taken, and any and all agreements or other instruments executed, on behalf of the Company by any organizer, the Board or the sole member of the Company prior to the execution hereof in furtherance of the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved.

VII. Establishment and Operation of Citizens Regional Water Resources, LLC as a Public Utility Serving Treated Water on a Wholesale Basis to Lebanon Utilities, and Securing the Financing to Establish the Infrastructure Related Thereto

WHEREAS, the Indiana Economic Development Corporation (the "IEDC"), on behalf of the State of Indiana, and to promote the economic development policies and goals thereof, is developing a project known as the Limitless Exploration/Advance Pace Lebanon and Research District (the "LEAP District"), consisting of approximately 11,000 acres within and proximate to the City of Lebanon ("City"); and

WHEREAS, the Board of Directors for Utilities of the Department of Public Utilities of the City of Indianapolis, d/b/a Citizens Energy Group ("Citizens") is established by Indiana Code 8-1-11.1 as an executive department of the City of Indianapolis, and is a trustee of a public charitable trust, including with respect to its waterworks utility, d/b/a "Citizens Water," which it acquired from the City of Indianapolis with approval of the Indiana Utility Regulatory Commission (the "Commission") on August 26, 2011 (the "Water Trust"); and

WHEREAS, the IEDC approached Citizens regarding the supply of treated water to City of Lebanon Utilities ("Lebanon Utilities") and the adjacent LEAP District area beginning in 2026, and entered into a Memorandum of Understanding with Lebanon and Citizens related thereto on March 10, 2023 (the "MOU"), which MOU is attached hereto as Exhibit B; and

WHEREAS, Citizens, pursuant to Indiana Code 8-1-11.1-3(c)(8), is authorized by the Indiana General Assembly to utilize Citizens By-Products Coal Company d/b/a Citizens Resources (“Resources”) in the same manner as any private stockholder could do so, and has elected to utilize Resources as a trustee delegate to form and use a holding company to hold assets of the Water Trust, in furtherance of the purposes and for the benefit of the beneficiaries of the Water Trust, and otherwise operate as a limited liability company is permitted to do in the State of Indiana, and Resources, as the sole member of the Company, has authorized the creation of Citizens Water Resources Holdings, LLC (“CW Holdings”), in order for CW Holdings to act and serve as such holding company; and

WHEREAS, the CW Holdings and its sole member have each determined that it would be desirable for CW Holdings to create a subsidiary limited liability company, named Citizens Regional Water Resources, LLC, that will be an asset of the Water Trust and a public utility as and for the purposes set forth in Indiana Code 8-1-2, to carry out the obligations of Citizens in connection with the MOU, to supply the necessary treated water to Lebanon and the LEAP District commencing in 2026, and perform other appropriate acts and serve other appropriate functions; and

WHEREAS, in particular, the MOU contemplates that CRW shall execute a wholesale agreement with Lebanon Utilities in order to supply 6 million gallons per day (MGD) of treated water to Lebanon and the LEAP District area in 2026, and 10 MGD in 2027, and execute agreements with the IEDC, and/or the Indiana Finance Authority (the “IFA”), in order to secure the funding necessary, through an IFA State Revolving Fund loan (the “SRF Loan”), in the approximate estimated amount of \$200,000,000, to install the infrastructure needed to supply water to Lebanon Utilities pursuant to such supply agreement, which agreement(s) will include the obligation of IEDC to repay any SRF Loan principal and debt service associated therewith; and

WHEREAS, the IEDC is also obligated pursuant to the MOU to repay the actual amount of the SRF Loan and its debt service, including such amounts in excess of \$200,000,000, as well as the amount of any short-term financing which is not retired through the SRF Loan, if any, up to \$1,000,000 and to the extent necessary for CRW to cover preliminary expenses associated with supplying the LEAP District with treated water but incurred before the SRF Loan can be closed; and

WHEREAS, in connection with its repayment guarantee, and as set forth in the MOU, the IEDC and only the IEDC shall deposit with the corporate trustee for the SRF Loan an amount equal to five years of debt service for the SRF Loan; and

WHEREAS, the Company, through its Board members, has determined that it would be desirable for the Company to operate as a public utility as defined under Indiana law, and for the Company to carry out the obligation of Citizens in connection with the MOU, to supply the necessary treated water to Lebanon and the LEAP District commencing in 2026, and perform other appropriate acts and serve other appropriate functions in connection therewith; and

WHEREAS, in particular, the Company, through its Board members, has determined it would be advisable to authorize and direct the Company to:

- a. enter into any agreements with the IEDC, the IFA and City and/or Lebanon Utilities necessary to secure financing for the construction, development and operation of facilities to serve the LEAP District, including without limitation a Financial Assistance Agreement in connection with the SRF Loan, provided such agreements create no liability to

Citizens, Citizens Water, Citizens Water of Westfield LLC, Resources, any other affiliate of Citizens, or any other affiliate of CW Holdings aside from the Company;

b. transfer to Citizens Water and Citizens Water of Westfield LLC such proceeds from the SRF Loan as may be necessary for those utilities to construct upgrades to their facilities as may be required for Citizens Water to deliver wholesale water to the Company and enter into an ancillary right of use agreement related to those upgrades;

c. enter into a wholesale water purchase agreement with Citizens Water;

d. enter into a shared services agreement with Citizens Energy Group to facilitate the provision of necessary corporate support services to the Company;

e. enter into a wholesale water supply agreement with Lebanon Utilities;

f. obtain any Indiana Department of Environmental Management ("IDEM") approvals that may be needed for the Company to provide water service to Lebanon Utilities and surrounding areas; and

g. seek such approvals from the Commission as may be necessary and appropriate to facilitate such provision of water service.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COMPANY THAT:

SECTION 1. The foregoing recitals are incorporated herein by reference and are ratified, confirmed and approved.

SECTION 2. The Board hereby approves, confirms and ratifies that the Company is and shall be held and operated for the benefit of the Water Trust.

SECTION 3. The officers of the Company (the "Authorized Officers") are hereby authorized, singly or otherwise, to execute and deliver such further documents or agreements, if any, necessary or appropriate to evidence and/or effectuate such operation of the Company, and to take such other actions as may be necessary or desirable to carry out the same, as set forth and for the purposes described herein.

SECTION 4. The Company is hereby authorized to enter into any agreements with the IEDC, the IFA, City and/or Lebanon Utilities, or otherwise, necessary to construct the facilities necessary, and to secure financing for the construction of facilities necessary, to serve City, Lebanon Utilities and/or the LEAP District, provided that no such agreements create any liability to CW Holdings, Citizens, Resources, Citizens Water of Westfield, LLC or any other affiliate of the Company.

SECTION 5. The Company is hereby authorized to enter into any agreements with Citizens, Citizens Water, Citizens Water of Westfield, LLC, or otherwise, necessary to secure wholesale treated water and/or other services, as needed, in order to serve Lebanon, LU and/or the LEAP District.

SECTION 6. The Company is hereby authorized to prepare, file and prosecute any and all regulatory proceedings before the Commission, IDEM, or otherwise, to effectuate and further

the provision of wholesale water utility services to City, Lebanon Utilities and/or the LEAP District and surrounding areas, as set forth and for the purposes described herein.

SECTION 7. The Company is hereby authorized to take all other actions necessary to provide service to City, Lebanon Utilities and/or the LEAP District and surrounding areas.

SECTION 8. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or enforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

VIII. Effective Date

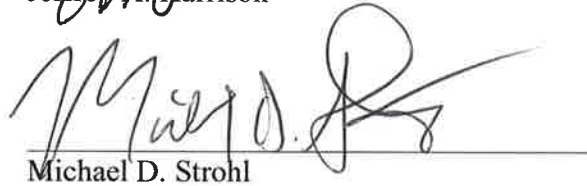
The Resolutions set forth in Articles I through VII above shall be effective as of May 17, 2023.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first set forth above.

BOARD OF DIRECTORS



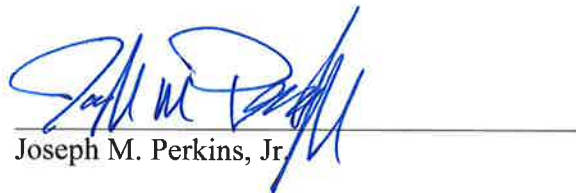
Jeffrey A. Harrison



Michael D. Strohl



Craig L. Jackson



Joseph M. Perkins, Jr.

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CITIZENS WATER OF WESTFIELD, LLC
[TO ACTION WITHOUT A MEETING]**

WHEREAS, the Department of Public Utilities for the City of Indianapolis, acting by and through the Board of Directors for Utilities of the Department of Public Utilities, d/b/a Citizens Energy Group ("Citizens Energy Group" or "Citizens"), is vested by Indiana Code Section 8-1-11.1 (the "Act") with certain powers, as set forth within the Act; and

WHEREAS, pursuant to Indiana Code Section 8-1-11.1-3(c)(8), the Board of Directors has the authority, as one of its powers, "to preserve the corporate organization of any company engaged in the mining of coal, or any other commercial or manufacturing business, the stock of which may be owned by any utility whose property and assets may be taken over by any such city [and] to do all things necessary to cause any such . . . company efficiently to carry on its operations and to conduct its business in the same manner as if its stocks were owned by private individuals;" and

WHEREAS, in accordance with the foregoing statute, Citizens Energy Group currently owns the stock of Citizens By-Products Coal Company, Inc. d/b/a Citizens Resources ("Citizens Resources"); and

WHEREAS, Citizens Resources owns and controls, as the sole member thereof, its subsidiary named Citizens Energy Services Company, LLC ("CESCO"), which in turn owns and controls, as sole member, Citizens Westfield Utilities, LLC ("CWU"); and

WHEREAS, CWU owns and controls, as sole member, Citizens Water of Westfield, LLC (the "Company"); and

WHEREAS, the Indiana Economic Development Corporation ("IEDC") approached Citizens Energy Group and requested that it cause to be constructed and operated certain water infrastructure and improvements directly and/or through one or more of its affiliated utilities that could be used to provide wholesale water service to the municipal water utility owned and operated by the City of Lebanon Utilities ("Lebanon Utilities") sufficient to allow Lebanon Utilities to provide retail water service to an Innovation Development District established pursuant to Indiana Code Chapter 36-7-32.5 known as the Limitless Exploration/Advance Pace District (the "LEAP District"); and

WHEREAS, the LEAP District is located along the Interstate 65 corridor in Boone County, Indiana in and around the City of Lebanon, Indiana and at full capacity, IEDC anticipates the LEAP District will be occupied by multiple life sciences, microelectronics, ag-tech, clean tech, electrification and electric vehicle innovation industries; and

WHEREAS, on March 10, 2023, Citizens and IEDC entered into a Memorandum of Understanding (the "MOU"), setting forth terms by which a new public utility affiliate of Citizens Energy Group, designated as Citizens Regional Water Resources, LLC ("CRW") will provide wholesale water service to Lebanon Utilities to facilitate its provision of retail water service to the LEAP District; and

WHEREAS, under the terms of the MOU, to finance the cost of constructing the infrastructure needed to supply wholesale finished water to Lebanon Utilities for the LEAP District, CRW will enter into a Financial Assistance Agreement (“FAA”) with the Indiana Finance Authority (the “IFA”) pursuant to which the IFA will loan approximately \$200,000,000 in aggregate principal amount to CRW, or such amount as is necessary to construct the water infrastructure needed to serve the LEAP District (the “SRF Loan”); and

WHEREAS, under the MOU, IEDC has agreed to make direct payment and guaranty to CRW, of all required amounts at the times necessary to make payments of principal and interest on the SRF Loan; and

WHEREAS, in order to perform its obligations as contemplated by the MOU, CRW will enter into agreements with Citizens Water, under which CRW will: (i) purchase wholesale water from Citizens Water in quantities sufficient for CRW to supply up to ten (10) million gallons of finished water per day to Lebanon Utilities; and (ii) transfer SRF Loan proceeds to Citizens Water to enable Citizens Water to make any and all upgrades to its facilities necessary to provide wholesale service to CRW, subject to CRW’s having a right to use those facilities; and

WHEREAS, also in order to perform its obligations as contemplated by the MOU, CRW will enter into an agreement with the Company under which CRW will transfer SRF Loan proceeds to the Company, consisting of approximately \$25,000,000 in contributed property, in exchange for the Company upgrading or oversizing certain water transportation facilities and providing CRW a right to use those facilities to take delivery of water from Citizens Water under the wholesale water agreement (the “Transaction”); and

WHEREAS, the Board of Directors of the Company (the “Board”) has determined it would be advisable for CRW to transfer to the Company such proceeds from the SRF Loan as may be necessary for the Company to construct upgrades to its facilities as may be required for Citizens Water’s delivery of wholesale water to CRW, based upon benefits anticipated for the Company’s water system and customers from the approximately \$25,000,000 in contributed property, and to thus enter into the Transaction in connection with such upgrades, and to seek such approvals from the Indiana Utility Regulatory Commission (“Commission”) as may be necessary and appropriate to facilitate the Transaction;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS FOR CITIZENS WATER OF WESTFIELD, LLC, THAT:

SECTION 1. The foregoing recitals are incorporated herein by reference and are ratified, confirmed and approved.

SECTION 2. The Board hereby directs, approves, authorizes and ratifies the Company:

a. receiving from CRW such proceeds from the SRF Loan as may be necessary for the Company to construct necessary upgrades to its facilities as may be required for Citizens Water to deliver wholesale water to CRW, due to the anticipated benefits to the Company from the contributed property from CRW;

b. entering into the Transaction in connection with those upgrades; and

c. seeking such approvals from the Commission as may be necessary and appropriate to facilitate the Transaction.

SECTION 3. The Board hereby authorizes the officers of the Board to take such further action, consistent with the foregoing resolutions, as may be necessary or desirable to cause the Company to carry out the transactions contemplated by these resolutions


SECTION 4. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 5. All resolutions and parts of resolutions in conflict herewith are repealed.


SECTION 6. This Resolution shall be effective as of May 17, 2023.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to take effect as of the date set forth above.


BOARD OF DIRECTORS



Jeffrey A. Harrison



Michael D. Strohl



Craig L. Jackson



Joseph M. Perkins, Jr.