

EXECUTIVE COMMITTEE

Meeting

August 11, 2020 11:00 a.m. - 1:00 p.m. ET

Microsoft Teams Call

AMERICAN GAS ASSOCIATION ANTITRUST COMPLIANCE GUIDELINES

Introduction

The American Gas Association and its member companies are committed to full compliance with all laws and regulations, and to maintaining the highest ethical standards in the way we conduct our operations and activities. Our commitment includes strict compliance with federal and state antitrust laws, which are designed to protect this country's free competitive economy.

Responsibility for Antitrust Compliance

Compliance with the antitrust laws is a serious business. Antitrust violations may result in heavy fines for corporations, and in fines and even imprisonment for individuals. While the General Counsel's Office provides guidance on antitrust matters, you bear the ultimate responsibility for assuring that your actions and the actions of any of those under your direction comply with the antitrust laws.

Antitrust Guidelines

In all AGA operations and activities, you must avoid any discussions or conduct that might violate the antitrust laws or even raise an appearance of impropriety. The following guidelines will help you do that:

- Do consult counsel about any documents that touch on sensitive antitrust subjects such as pricing, market allocations, refusals to deal with any company, and the like.
- Do consult with counsel on any non-routine correspondence that requests an AGA member company to participate in projects or programs, submit data for such activities, or otherwise join other member companies in AGA actions.
- Do use an agenda and take accurate minutes at every meeting. Have counsel review the agenda and minutes before they are put into final form and circulated and request counsel to attend meetings where sensitive antitrust subjects may arise.
- **Do** provide these guidelines to all meeting participants.

- Do not, without prior review by counsel, have discussions with other member companies about:
 - your company's prices for products, assets or services, or prices charged by your competitors
 - costs, discounts, terms of sale, profit margins or anything else that might affect those prices
 - the resale prices your customers should charge for products or assets you sell them
 - allocating markets, customers, territories products or assets with your competitors
 - limiting production
 - whether or not to deal with any other company
 - any competitively sensitive information concerning your own company or a competitor's.
- Do not stay at a meeting, or any other gathering, if those kinds of discussions are taking place.
- Do not discuss any other sensitive antitrust subjects (such as price discrimination, reciprocal dealing, or exclusive dealing agreements) without first consulting counsel.
- Do not create any documents or other records that might be misinterpreted to suggest that AGA condones or is involved in anticompetitive behavior.

We're Here to Help

Whenever you have any question about whether particular AGA activities might raise antitrust concerns, contact the General Counsel's Office, Ph: (202) 824-7072; E-mail: GCO@aga.org, or your legal counsel.

Microsoft Teams 11:00 a.m. – 1:00 p.m. ET

AGENDA

11:00 a.m.	Call to Order/Antitrust Compliance Guidelines Review - Ms. Leopold			
	Chair's Remarks - Ms. Leopold ◆ Resolutions for Approval			
	Review of 2020 Priorities – Ms. HarbertB			
	Discussion of New Priorities for 2021 – All			
	Leading on Safety and Security to Protect the People o AGA Field Worker Assault Prevention o Prevention of 3 rd Party Excavation Damage			
	Securing the Future of Natural Gas to Preserve the Planet o Natural Gas: Pathway to a Clean Energy Future o New Constituencies o Challenges to Continued Investment in Natural Gas Utility Infrastructure o Pro-Natural Gas Campaigns			
	Advancing Operational Excellence by Picturing the Potential Renewable Natural Gas and Hydrogen			
	Diversity, Equality and Inclusion Initiative – Ms. Harbert			
	Update on October Board Meeting and Executive Conference - Ms. Harbert			
	Closing Remarks - Ms. Leopold			
	Executive Session			
1:00 p.m.	Adjourn			

♦ Indicates Action Item

Upcoming AGA Board Meeting

2020			
Wed, Oct 14	Board Meeting	Virtual (in conjunction with the virtual AGA Executive Conf. Oct 13)	

Additional AGA Meetings of Note

2020			
Thu, Dec 3 – Fri, Dec 4	Executive Committee Meeting	Middleburg, Virginia	Salamander Resort

8/06/2020



Diane Leopold, AGA Chair Gary Gardner, AGA Staff Executive

Resolutions for Approval

Action Requested

Approval of the following resolutions:

Minutes

RESOLVED THAT: the minutes of the December 5, 2019 meeting of the AGA Executive Committee are approved as distributed.

Governance

RESOLVED THAT: the AGA Executive Committee approves the recommendation that **Dennis Arriola**, serve as AVANGRID Inc.'s representative on the AGA Board, replacing James P. Torgerson who retired in June 2020. AVANGRID is currently a Top 21 dues paying member company and Mr. Arriola serves as CEO.

RESOLVED THAT: the AGA Executive Committee approves the recommendation that **Scott E. Doyle**, serve as CenterPoint Energy's representative on the AGA Board, replacing John W. Somerhalder II. CenterPoint Energy is currently a Top 21 dues paying member company and Mr. Doyle serves as Executive Vice President Natural Gas Distribution.



AGA Executive Committee Meeting Minutes December 5, 2019 • Washington, DC

AGA Board and Executive Committee Chair Jim Torgerson opened the meeting, held at the Conrad Washington hotel in Washington, D.C., and welcomed all in attendance. All members were advised that the meeting would be conducted in accordance with the distributed AGA Antitrust Compliance Guidelines. Michael Murray, AGA General Counsel, served as antitrust counsel. Also, in attendance was David Anderson, Kimberly Greene, Joseph Hamrock, Karen Harbert, Kent Larson, Diane Leopold, John McAvoy, Jerry Norcia, Pierce Norton, Scott Prochazka and Ross Turrini. Several participated by audio, Kevin Fletcher, John Hester and Charles Warrington. In addition to Mr. Murray, AGA Staff in attendance were Megan Dunn, Sue Forrester, Gary Gardner, Kevin Hardardt, George Lowe, Richard Meyer, Jennifer O'Shea, Christina Sames and Lori Traweek.

Keynote Presentation. Bruce Mehlman, Founder, Mehlman Castagnetti Rosen & Thomas addressed the members on ways to navigate the age of disruption and the challenges ahead in politics and policy.

Chairman's Reflections. Mr. Torgerson expressed his sincere thanks and appreciation to each of the members for their leadership and support over the past year.

Resolutions for Approval. The minutes of the August 2, 2019, AGA Executive Committee meeting were considered and approved.

AGA CEO Message. Ms. Harbert reported AGA's efforts during the past year to advance member interests, AGA has held 680 meetings on Capitol Hill, and has participated in 155 state-focused events, 18 peer reviews and tripled media mentions of AGA. Further, AGA has submitted 48 regulatory filings thus far in 2019. In addition, Ms. Harbert reported on several security upgrades to the AGA public and employee spaces and updates to AGA's emergency response plan and business continuity plan.

Strategic Discussion on the Approach on Natural Gas Bans. Ms. Harbert reported the challenges the industry is facing as a shift in decarbonization polices are being discussed for the residential sector. The current narrative has shifted from attacking production and transmission of natural gas, e.g., anti-fracking and anti-pipelines, to removing energy choice for communities and limiting or prohibiting customer access to natural gas. Proposed limitations include outright bans on new natural gas hook-up; no replacement of natural gas appliances; requiring property owners to retrofit prior to selling, starting a new lease or doing any renovations; and restricting the number of natural gas end-uses per new home. AGA is focused on implementing initiatives to help ensure customers are aware of the credible and fact-based benefits of natural gas and implications of these proposed policies.

2020 Advocacy Priorities Review. Ms. Traweek reviewed the 2019-2020 Advocacy Priorities noting some of the priorities have changed based on the previous discussion. The Executive Committee recommended that AGA staff provide an updated list of the top Association 2020 priorities for consideration at the February Board meeting. Given the dynamic energy landscape, the AGA Priorities will be updated on a yearly cycle going forward.

Clean Energy Task Force. Co-chair David Anderson presented an updated Climate Change Position Statement following the AGA Board of Directors meeting in October. There was a broad agreement with most elements of the Position Statement. Following some discussion, the Executive Committee requested that by year-end a revised draft be circulated to the Board of Directors and voted on electronically.

Cybersecurity. Ms. Sames reviewed the member commitment on applying API 1164 version 3.0, once finalized and as appropriate; completing the Pipeline Cyber Security Evaluation Tool (CSET) (specifically the API 1164 standard evaluation); and self-attesting to the company's completion of the Pipeline CSET to a central repository or directly to the Transportation Security Administration (TSA) (specific process to be determined).

Ms. Sames reminded members that AGA had distributed TSA Assistant Administrator for Surface Operations Sonya Proctor's request to pipeline operators to commit to completing one of three cyber assessment options. Recognizing the work to complete API 1164 version 3.0 and the Pipeline CSET will be completed over the next 18 months. This TSA request is intended to help TSA demonstrate at upcoming Congressional meetings that a voluntary and flexible cyber framework environment works and that pipeline companies have sound and secure cyber programs in place for operational technology.

Incident Response Resources Discussion. Ms. Traweek highlighted the initiatives that AGA has taken to help members be prepared for incident response. Members are requested to review the proposed 2020 initiatives outlined in the meeting materials and provide feedback if something is missing or needs to be revised.

The next meeting of the AGA Executive Committee is scheduled for August 10-11, 2020 in Vail, Colorado.

For further information, contact Karen Harbert (202) 824-7111 or Gary Gardner (202) 824-7270.

Respectfully submitted,

Gary W. Gardner

Attendees

Name

James P. Torgerson, Chair
Karen A Harbert, President & CEO
David H. Anderson
Kimberly Greene
Joseph Hamrock
J. Bret Lane
Kent Larson
Diane Leopold, Second Vice Chair
John McAvoy
Jerry Norcia
Pierce H. Norton, II
Scott Prochazka
Ross W. Turrini

PARTICIPATING BY AUDIO

Kevin Fletcher John Hester Charles Warrington

Company

AVANGRID
American Gas Association
NW Natural
Southern Company Gas
NiSource Inc.
Southern California Gas Co.
Xcel Energy
Dominion Energy
Consolidated Edison, Inc.
DTE Energy
ONE Gas, Inc.
CenterPoint Energy
National Grid

WEC Energy Group Southwest Gas Clearwater Gas System

STAFF

Megan Dunn, Vice President, Human Resources
Sue Forrester, Vice President, Advocacy & Outreach
Gary W. Gardner, Vice President, Corporate Affairs & Corporate Secretary
Kevin M. Hardardt, Chief Financial & Administrative Officer
George Lowe, Vice President, Governmental Affairs & Public Policy
Richard Meyer, Managing Director, Energy Analysis
Michael L. Murray, General Counsel
Jennifer O'Shea, Vice President, Communications & Marketing
Christina Sames, Vice President, Operations & Engineering
Lori S. Traweek, Chief Operating Officer



2020 Priorities

Leading on Safety and Security

- Develop or maintain programs and initiatives to continually improve on the safe and reliable delivery of natural gas.
- Advocate for reasonable regulation and legislation that will enhance safety.
- Increase the natural gas industry's capabilities, accountability, and regulatory oversight to more effectively address physical and cyber security.

Securing the Future of Natural Gas

- Expand efforts at the federal, state, and local levels to ensure policies, regulations and other initiatives include the option of natural gas for consumers and preserve customer choice of energy.
- Execute an effective advocacy campaign to advance the use and understanding of the value of natural gas and its infrastructure in a cleaner energy future.
- Advance an energy agenda that promotes innovative technologies and practices, new and modernized natural gas infrastructure, and affordable energy service choices for consumers.
- Increase collaboration across the entire natural gas supply chain including expansion of industry sustainability initiatives.
- > Develop and facilitate thought and policy leadership to support new and expanding growth opportunities for the natural gas utility industry.

Advancing Operational Excellence

Develop and deliver programs, information and analytics to enhance efficient industry operations.

Demonstrating Best-In-Class Association Management

> Retain a highly skilled and motivated professional team and exhibit strong fiscal responsibility.



New Areas of Focus for AGA 2021

AGA Leadership is committed to three overarching themes to advance the natural gas industry's agenda:

- Protect the People
- Preserve the Planet
- Picture the Potential

To deliver on the promise of the future of the industry and our infrastructure, we must remain focused on four key areas of priority:

- Leading on Safety and Security
- Securing the Future of Natural Gas
- Advancing Operational Excellence
- Demonstrating Best-In-Class Association Management

We will continue to advance programs that will improve on the safe and reliable delivery of natural gas while continuing to advance an energy agenda that promotes innovative technologies, new and modernized infrastructure and prioritizes affordability for our customers. This industry and AGA are all-in to address the urgent challenge of climate change by reducing emissions from the industry and our customers, and working with the entire value chain and other industries to achieve our clean energy vision.

Understanding the economic challenges presented by COVID, AGA will advocate for policies that provide maximum flexibility for our members, while also adhering to strong fiscal and personnel management practices internally.

AGA will continue to deliver valuable services, content and tools to our members, as we have throughout the current pandemic, while maintaining a focus on advancing our broader agenda. New areas of opportunity and challenge have come to the forefront and below, we provide a summary of the issues, their relevance to our priorities and themes, and a proposed plan of action for consideration.

<u>Leading on Safety and Security to Protect the People</u>

AGA Field Worker Assault Prevention

Issue & Why It Is A Priority: Gas utility employees and contractors are often put into vulnerable positions while performing work, particularly when they enter a customer's property or home. Verbal and physical assaults on natural gas field workers appear to be increasing across the nation, and the number of events could be growing in severity based on anecdotal information shared by utilities. Following horrific natural gas field worker homicides experienced by Spire Energy and PG&E in the spring of 2017, AGA created an ad hoc, cross-function task force to better position AGA to support members' needs in their prevention, preparation, and mitigation of gas worker assaults. The product of the task force is the AGA Field Worker Assault Prevention Initiative consisting of a three-pronged approach:

- 1. Identify resources (e.g., off-duty law enforcement support) and technologies (e.g., alert devices, heat maps, etc.)
- Identify tools and references that may be used by utilities to build or enhance their approach to worker assault prevention (e.g., program template, documentation, threat management, and business case strategy)
- 3. Identify coordination opportunities internal and external to natural gas utility industry

AGA has hosted multiple, well-attended forums in support of this approach, including a webinar held in early May.

What do we propose to do? AGA is planning to host the third in a workshop series titled "Being in the Right Place at the Wrong Time"; develop a database of states with laws that impose additional penalties when utility workers are assaulted; and complete a Field Worker Assault Prevention Guidance whitepaper to offer points for consideration to utilities interested in developing field worker assault prevention program.

Prevention of 3rd Party Excavation Damage

Issue & Why It Is A Priority: Excavation damage is annually the leading cause of gas distribution incidents. Third party excavators, including homeowners, continue to pose a significant risk to pipeline safety, particularly in states where enforcement has proven to be ineffective. Workers installing fiber optic continue to be frequent damagers of pipelines. High-profile incidents have demonstrated that operators must be diligent in promoting 811, working collaboratively with project excavators, and monitoring higher risk excavations where the consequences of a damage most threaten public safety. Strengthening locate performance will also reduce the risk of excavation damage. This includes the accuracy of locates and the timeliness of locates. Excavation damages resulting in blowing gas also represent a serious risk for responding gas company employees who may need to work in a gaseous atmosphere to shut off gas flow or make a repair.

What do we propose to do? AGA has been actively supported efforts to reduce 3rd party excavation damages and it proposes to continue these initiatives:

- Events and forums highlighting companies with leading practices
- Programs such as Best Practices and Peer Review where damage prevention is covered
- Development of white papers to educate and promote strategies and practices to address excavation damages
- Support of Common Ground Alliance and its various initiatives, including the promotion of National Safe Digging Month, 811 Day, etc.
- Advocating for effective federal and state laws that establish enforcement over excavators who violate safe digging practices and damage pipelines. (AGA influenced the pipeline safety legislation that gave PHMSA the authority to exert enforcement over excavators who damage pipelines in states determined to have inadequate damage prevention programs.)

AGA is receptive to other actions that would help the industry reduce damages from 3rd party excavators.

Securing the Future of Natural Gas to Preserve the Planet

Natural Gas: Pathway to a Clean Energy Future

Issue & Why It Is A Priority: Opposition to natural gas as a vital energy resource in energy and climate change policy discussions is growing. Natural gas will play an essential role in meeting our shared clean energy goals and surmounting the significant economic recovery hurdles facing our nation during and post-COVID 19. We have an opportunity to emphasize that the industry will continue to reliably deliver affordable natural gas, provide stable jobs, increase energy efficiency and reduce emissions even through these challenging times.

What do we propose to do? AGA will increase efforts to define, communicate and advocate for pathways to a clean energy future that include the use of natural gas for homes, businesses, transportation and power generation. Backed by AGA commissioned credible analysis, we will implement a communications and advocacy strategy that emphasizes natural gas utilities are vital for a commonsense energy plan that underpins the nation's economic recovery and achieves environmental goals. Through personal, local, authentic testimonies from inside and outside of the industry, we will showcase the industry's commitment to meet Americans' energy needs and environmental expectations. We will also highlight our members' initiatives that are intended to extend a "hand up" to those who are most in need in their communities.

New Constituencies

Issue & Why It Is A Priority: Providing affordable natural gas is a solution to help achieve environmental goals while serving those who are economically challenged. Yet opponents of natural gas are making the case that those who can't afford, or don't have access to, other types of energy are unfairly exposed to poorer air quality and health impacts because they can only afford natural gas. We need to change this narrative.

What do we propose to do? Continuing our efforts to broaden outreach to non-traditional allies and new groups, AGA will seek to better educate those who will be most economically impacted by mandates to eliminate natural gas as an option. We have developed new partnerships to strengthen our advocacy efforts with minority and disadvantaged community groups, other community organizations, religious groups and local influencers in target states.

Challenges to Continued Investment in Natural Gas Utility Infrastructure

Issue & Why It Is A Priority: Public policy initiatives to meet greenhouse gas reduction targets or stated decarbonization mandates are increasingly leading some stakeholders to call for banning natural gas in residential, commercial, and industrial buildings. Simultaneously, activists are pursuing initiatives to block the permitting and siting of pipeline infrastructure and applying pressure or partnering with the financial community to divest from any fossil fuel investment – making the case that financial investment in natural gas utilities and pipeline infrastructure do not align with the move towards decarbonization. Alternative natural gas technologies and uses of natural gas infrastructure are being challenged as economically inefficient, impractical, or speculative. Investors are being challenged by allegations that the natural gas utility industry is not committed to reducing emissions and commitments on ESG initiatives have not been recognized.

What do we propose to do? Quantify the benefits of the natural gas utility regulatory model and cost recovery options to help ensure natural gas utilities have a solid case to continue to attract investors and access to credit markets. Through new economic modelling investments, make the economic and environmental case for continued use of existing and new natural gas infrastructure. Increase efforts to oppose legal efforts to limit infrastructure development by demonstrating the economic advantage for natural gas infrastructure to ensure the energy system's resilience and reliability. Further, broadcast to investors, ratings agencies, and the broader financial community the long-term viability of utility investments and transparently report on emissions reductions progress.

Pro-Natural Gas Campaigns

Issue & Why It Is A Priority: Over the past 18 months, the number of nationwide pro-gas campaigns across the country has continued to grow. These campaigns have disparate goals and strategies as well as funding mechanisms, but they are all focused on making the case for natural gas industry-wide. The map attached outlines the campaigns that exist, which are being driven by various sectors of the industry. As illustrated, while some of these campaigns are focused on regional constituencies, they are also national in nature, which may be counter to the state or local nuance that is often needed to be most effective. These costly efforts focus on high-level, broad messaging, including upstream and midstream interests, which may not necessarily address gas utility challenges or challenges related to the direct use of natural gas. Those directing these campaigns are frequently asking AGA and individual members to

contribute without a comprehensive understanding of our goals. This leaves an open question of whether this is the most effective way to secure the critical role natural gas should have to meet energy needs.

What do we propose to do? Recognizing there is a leadership gap amongst the campaigns, AGA could help ensure a more coordinated and informed approach to these disparate initiatives. AGA will convene a meeting with the campaigns with the goal of sharing objectives and best practices, outlining strategies and targets, building connections and ultimately create stronger campaigns that incorporate natural gas utility messaging.

AGA will also continue to focus on intensifying our efforts at the state and local levels on a variety of tracks in order to ensure consumers have energy choices that include clean, affordable natural gas. These targeted efforts have achieved a number of successes and we will continue to work closely with companies on the ground to develop strategies to secure further energy choice for customers:

- promoting energy choice policies
- commissioning new detailed analytics on natural gas use
- convening a nationwide coalition of industry and consumer end use supporters to be deployed at the state and local level
- employing social media tactics to find and engage new natural gas advocates
- engaging our regional, state and local gas associations; and,
- defending the use of natural gas at the regulatory level with legal analysis

Advancing Operational Excellence by Picturing the Potential

Renewable Natural Gas and Hydrogen

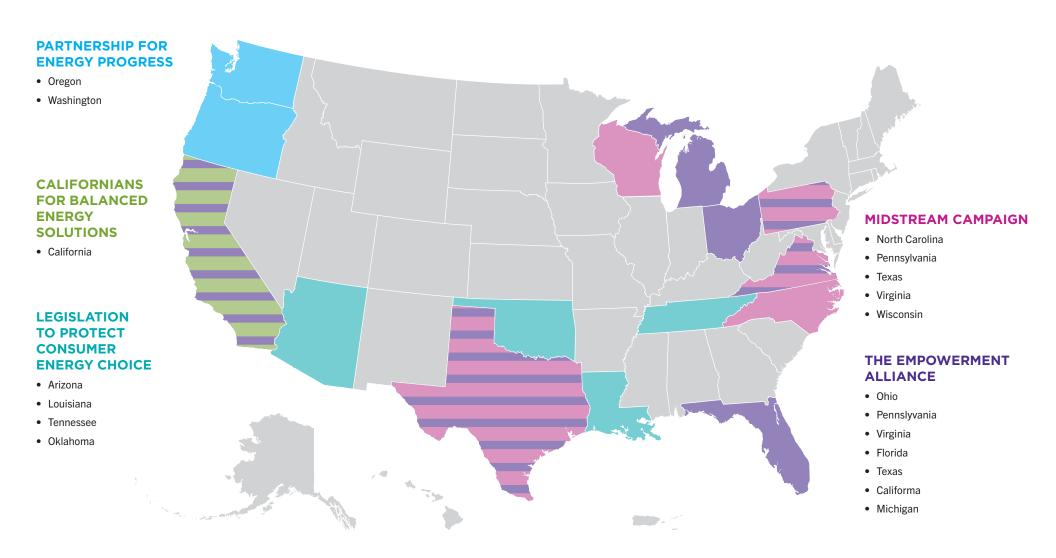
Issue & Why It Is A Priority: Interest in and attention to renewable natural gas (RNG) and hydrogen have grown tremendously. AGA members are exploring RNG and hydrogen as new offerings to consumers and as potential strategies to reduce the carbon intensity of energy delivered to consumers. These resources can further create economic benefits and enhance energy system reliability and resilience. In February 2018, the AGA Board of Directors approved the "AGA Renewable Natural Gas (RNG) Policy Principles" to guide engagement and advocacy efforts related to RNG. In December 2019, the American Gas Foundation released a national study on renewable sources of natural gas that examined the cost and emissions reduction potential. However, as interest

in these resources has grown, so has opposition, particularly from some environmental organizations. Operationally, the emergence of the use of RNG and hydrogen in natural gas distribution systems requires the need to explore the ability of these resources to be safely and seamlessly integrated into utility infrastructure and end-use applications.

What do we propose to do? AGA will engage in advocacy and stakeholder engagement, research, and communications to advance AGA member opportunities for RNG and hydrogen investment and use. Key activities include advocacy in support of federal, state, and local policies to provide greater access to these resources and that allow utilities to develop RNG programs and consumer offerings. Engagement in relevant codes and standards activities to address operational considerations will be a vital element. We will support policies that facilitate funding for research, demonstrations, and commercial deployment of these resources. AGA will continue to host meetings and workshops and engage with key stakeholders, including businesses, trade groups, government agencies, regulators and staff, financial services, academic groups, and others. Bolstered by additional credible research, AGA will support communications and educational efforts to advance these resources' economic and environmental benefits. The Association will coordinate with other strategic supporting initiatives, including the GTI-EPRI Low-Carbon Resources Initiative. And AGA has formed an internal staff Hydrogen Task Force comprised of a cross-functional team to coordinate efforts toward identifying hydrogen-related challenges for utility companies and to position AGA and its members on the role of hydrogen in a sustainable energy portfolio. RNG and hydrogen timelines are attached.

Natural Gas Industry Initiatives Across the States





Californians for 💩 🤸 🌣 👙 Balanced Energy Solutions

Californians for Balanced Energy Solutions is a coalition of natural and renewable gas users. The coalition's members include families, small and large commercial businesses, industrial users, local governments and nonprofit organizations. The coalition's goal is to educate Californians about natural and renewable gas and support balanced energy policies that recognize the importance of gas for the state's economy and a cleaner environment.

AGA Members: SoCalGas

EMPOWERMENT ALLIANCE FUELING AMERICA'S ENERGY INDEPENDENCE

The Empowerment Alliance believes in harnessing the power of American ingenuity, the tenets of our free market system and the abundance of our nation's natural gas supply to forge a more realistic, rational and effective approach to energy consumption and environmental conservation than the risky tax scheme known as the "Green New Deal."

AGA Members: Entergy

partnership for energy progress

The Partnership for Energy Progress is a collaboration of utilities, farmers, workers, small and large businesses and community advocates across the Pacific Northwest. The group communicates the work of the natural gas industry to provide reliable, affordable energy to homes and businesses and highlights the progress the industry is making to address climate change.

AGA Members: Avista, Cascade Energy, NW Natural, Puget Sound Energy

MIDSTREAM CAMPAIGN

Heading into the 2020 election, the Midstream Campaign will focus on a narrow but highly active subset of influencers in key battleground states. These states were selected based on a mix of criteria including political importance, threat to the industry and the industry's in-state footprint and demographic and geographic variation.

AGA Members: Boardwalk Pipelines, Duke Energy, TC Energy, Williams Companies

LEGISLATION TO PROTECT CONSUMER ENERGY CHOICE

State legislatures and governors across the country are taking action to protect energy choice for their states' residents. By passing legislation to protect consumers' energy choice, they are ensuring access to reliable and affordable natural gas for their constituents.

AGA Members: Atmos Energy, CenterPoint Energy, Chattanooga Gas, Entergy, Middle Tennessee Natural Gas, Oklahoma Natural Gas, ONE Gas Piedmont Natural Gas, Southwest Gas

