
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 15, 2020**

Commission file number	Registrant, State or Other Jurisdiction of Incorporation or Organization Address of Principal Executive Offices, Zip Code and Telephone Number	I.R.S. Employer Identification No.
1-31447	CenterPoint Energy, Inc. (a Texas corporation) 1111 Louisiana Houston Texas 77002 (713) 207-1111	74-0694415
1-3187	CenterPoint Energy Houston Electric, LLC (a Texas limited liability company) 1111 Louisiana Houston Texas 77002 (713) 207-1111	22-3865106
1-13265	CenterPoint Energy Resources Corp. (a Delaware corporation) 1111 Louisiana Houston Texas 77002 (713) 207-1111	76-0511406

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CNP	The New York Stock Exchange Chicago Stock Exchange, Inc.
Depository Shares for 1/20 of 7.00% Series B Mandatory Convertible Preferred Stock, \$0.01 par value	CNP/PB	The New York Stock Exchange
9.15% First Mortgage Bonds due 2021	n/a	The New York Stock Exchange
6.95% General Mortgage Bonds due 2033	n/a	The New York Stock Exchange
6.625% Senior Notes due 2037	n/a	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 15, 2020, CenterPoint Energy, Inc. (the “Company”) appointed Jason P. Wells to the position of Executive Vice President and Chief Financial Officer of the Company, effective September 28, 2020.

Jason P. Wells, 42, served as Executive Vice President and Chief Financial Officer of PG&E Corporation, a publicly traded electric utility holding company serving approximately sixteen million customers through its subsidiary Pacific Gas and Electric Company, since June 2019. He previously served as Senior Vice President and Chief Financial Officer of PG&E Corporation from January 2016 to June 2019 and as Vice President, Business Finance of Pacific Gas and Electric Company from August 2013 to January 2016. He also served in various finance and accounting roles of increasing responsibility at Pacific Gas and Electric Company. Prior to joining Pacific Gas and Electric Company in 2007, he held positions at PricewaterhouseCoopers LLP in Assurance and Business Advisory Services. He earned his bachelor’s degree and master’s degree in Accounting, both from the University of Florida. Mr. Wells serves on the board of directors of the San Francisco-Marín Food Bank.

In connection with his appointment, Mr. Wells will receive a base salary of \$650,000 per year and a sign-on equity award consisting of restricted stock units valued at \$1,000,000, half of which will vest upon his continued employment through the first anniversary of the grant date and the remaining half of which will vest upon his continued employment through the second anniversary of the grant date. In connection with facilitating Mr. Wells’ relocation to the Company’s headquarters in Houston, Texas where he does not currently have a residence, the Company agreed to purchase Mr. Wells’ residence in San Francisco based on a third-party appraisal. He will also receive other relocation assistance subject to the Company’s executive relocation policy. Mr. Wells will be eligible to participate in the Company’s compensation and benefits plans and programs for similarly situated executives, including the Company’s change in control plan and incentive plans. The incentive plans include the Company’s Short-Term Incentive Plan (“STI”) and the Long-Term Incentive Plan (“LTI”). His initial target STI award level will be 75% of base salary and his target LTI award level will be 250% of base salary.

The appointment of Mr. Wells was not pursuant to any agreement or understanding between him and any other person. There is no family relationship between Mr. Wells and any director or executive officer of the Company, and there are no transactions between Mr. Wells and the Company that are required to be reported under Item 404(a) of Regulation S-K.

In connection with Mr. Wells’ appointment, Kristie L. Colvin, Interim Executive Vice President and Chief Financial Officer and Chief Accounting Officer of the Company, will step down from her role as Interim Executive Vice President and Chief Financial Officer of the Company, effective concurrent with the appointment of Mr. Wells, and she will continue to serve as Senior Vice President and Chief Accounting Officer of the Company.

A copy of the press release announcing the appointment of Mr. Wells is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
10.1	Jason P. Wells Offer Letter
99.1	Press Release issued September 17, 2020 regarding the appointment of Jason P. Wells
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY, INC.

Date: September 17, 2020

By: /s/ Monica Karuturi

Monica Karuturi

Senior Vice President and General Counsel

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC

Date: September 17, 2020

By: /s/ Monica Karuturi

Monica Karuturi

Senior Vice President and General Counsel

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY RESOURCES CORP.

Date: September 17, 2020

By: /s/ Monica Karuturi

Monica Karuturi

Senior Vice President and General Counsel



1111 Louisiana Street
Houston, Texas, 77002

Mr. Jason P. Wells

Dear Jason:

I am pleased to extend to you an offer of employment with CenterPoint Energy (the "Company"), as EVP & Chief Financial Officer reporting to me. Your offer, subject to the approval of the Compensation Committee of our Board of Directors, includes the following:

Salary:

\$54,166.66 per month (\$650,000 per year)

Incentive Compensation:

Short-Term Incentive (STI) - You will be eligible for a 2020 STI award with a target award level of 75% of your annual base salary. Annual plan year award funding will be based upon the achievement of a combination of corporate goals, approved by the Compensation Committee of the Board of Directors (Committee). Your actual payout, if any, is based on achievement of corporate goals as well as your individual performance.

Long-Term Incentive (LTI) plan participation - You will be eligible for participation in the CenterPoint Energy Long-Term Incentive Plan ("LTIP"). This incentive may be granted in a combination of CenterPoint Energy performance share units, restricted stock units, stock options, or other authorized form. Subject to Committee approval, you will be granted a 2020-2022 LTIP award with a target incentive level of 250% of your annual base salary, subject to three-year cliff vesting. For your information, your 2020 award will be made up of 30% time-based restricted stock units (RSUs), 40% performance-based RSUs based on total shareholder return versus peer companies and 30% performance-based RSUs based on achieving a cumulative net income goal.

Executive Benefits:

You are eligible for several executive benefits including the Change In Control Plan. A summary of these benefits is included for your information.

Other Benefits:

Participation in CenterPoint Energy's industry competitive benefits package. A summary is included.

Vacation:

Four (4) weeks of vacation each calendar year until such time as your service qualifies you for additional vacation under the vacation policy.

Relocation Assistance:

Relocation assistance will be provided pursuant to the Company's Relocation Policy. A summary of the program is attached. In addition, the Company will purchase your home based on a third-party appraisal assessment. If you accept the Company's reimbursement for relocation expenses, you will be required to repay 100% of the relocation expenses if you voluntarily resign within the first year after the effective date of your employment and 50% within two years.

Signing Incentive:

You will be granted a one-time, Restricted Stock Unit Award under the CenterPoint Energy LTIP with a total value of \$1,000,000 of CenterPoint Energy stock. Such award will vest ratably over a two-year period from the date of the grant. Any unvested shares will be forfeited should you terminate employment prior to the applicable vesting date. Your award will be subject to the terms and conditions of the applicable award agreement.

Anticipated Start Date:

September 28, 2020, or other date mutually agreed to.

Conditions:

This offer is contingent upon successful completion of our background investigation and a drug screen; which will be conducted prior to your employment date.

The Immigration Reform & Control Act of 1990 requires that all employers verify that persons hired by their firms are authorized to be employed in the United States. Documents verifying this eligibility will need to be provided upon reporting to work.

Where provisions in this letter refer to CenterPoint Energy's compensation or benefits plans or to policies of CenterPoint Energy, the applicable plan document or policy statement will govern administration of the plan or application of the policy in all cases.

This letter neither constitutes nor may be construed as an employment contract between the Company and you for any period of time. Employment with CenterPoint Energy is an at-will employment relationship governed by applicable federal and state laws.

If you have any questions, please do not hesitate to contact me.

To indicate your acceptance of this employment offer, please sign the original offer letter and return to me. I look forward to working with you and I believe that you will be a great addition to our team and contribute to achieving our vision of leading the nation in delivering energy, service and value.

Sincerely,

/s/ David J. Lesar

David J. Lesar
President & CEO

/s/ Jason P. Wells

Jason P. Wells



For more information contact

Media:

John Sousa

Phone 713-619-5143

Investors:

David Mordy

Phone 713-207-6500

CenterPoint Energy Appoints Jason Wells Executive Vice President and Chief Financial Officer

Houston – Sept. 17, 2020 – CenterPoint Energy, Inc. (NYSE: CNP) today announced the appointment of Jason Wells as Executive Vice President and Chief Financial Officer, effective Sept. 28. Wells will oversee the company’s Finance organization, including Accounting and Financial Planning, Treasury, Tax, Mergers and Acquisitions, Internal Audit, and Investor Relations. He will report to CenterPoint Energy’s President and Chief Executive Officer Dave Lesar and serve on the company’s Executive Committee.

“I am confident that Jason is the ideal person with the right skillset for this important CFO leadership role. He is a transformational business and finance leader with a proven track record of operating experience in the utility industry,” said Lesar. “Jason will be instrumental in providing financial leadership to help drive CenterPoint Energy’s utility-focused strategy, while maximizing value for all of our stakeholders. He will also help accelerate further momentum on key internally driven programs that we have already started, such as a focus on standardized processes, employee empowerment and an enhanced culture of continuous improvement to better serve our customers and investors.”

Lesar added, “Jason brings to the CFO position extensive experience in shaping strategy and driving sustainable change. He also has outstanding relationships with utility industry investors and analysts, as well as with the financial community. These are many of the key building blocks that will enable Jason to hit the ground running on making a positive impact for our company. Together with Senior Advisor Tom Webb, I now have the opportunity to work with two highly respected leaders with extensive financial and industry experience to focus on those areas that have proven to be rewarded by shareholders and will enrich the communities in which we operate.”

Wells joins CenterPoint Energy from PG&E Corporation where he held roles of increasing responsibility over the past 13 years. Most recently, he served as Executive Vice President and Chief Financial Officer overseeing the financial activities of the nearly \$60 billion enterprise. His accomplishments included leading customer rate affordability initiatives that are expected to deliver \$1.6 billion in cumulative savings over a three-year period and implementing PG&E’s strategies to support California’s transition to a clean energy economy. Prior to his EVP and CFO

role, Wells held leadership positions in Business Finance and Accounting with PG&E and its subsidiary, Pacific Gas and Electric Company. He began his career in 1999 with PricewaterhouseCoopers in Assurance and Business Advisory Services.

“With a compelling utility-focused strategy, outstanding regulated assets and attractive opportunities to invest incremental capital across a diversified, premium service territory, I believe that CenterPoint Energy has all the essential components to deliver on its objective of creating sustainable value for all of our stakeholders,” said Wells. “I look forward to collaborating with Dave and the leadership team to build on our momentum and, importantly, executing on the recommendations from the Business Review and Evaluation Committee of the Board of Directors to drive stakeholder value, maximize the company’s value proposition and financial strength, and enhance stakeholder engagement.”

Wells earned his bachelor’s degree and master’s degree in Accounting, both from the University of Florida. He is a Certified Public Accountant (CPA).

Wells is active in the community and serves on the Board of the San Francisco-Marin Food Bank. From 2013 to 2019, he served as a Board member and Treasurer of Habitat for Humanity Greater San Francisco.

“I would like to thank Kristie Colvin for her leadership as interim CFO during an important time for CenterPoint Energy as we transformed our company to focus on our core utility businesses. Her deep knowledge of CenterPoint Energy and regulatory experience will continue to serve us very well. I look forward to Kristie’s continued contributions as our Chief Accounting Officer and as a member of our Executive Committee,” said Lesar. “I would also like to thank Tom for his efforts to bring an exceptional CFO like Jason on board. I know we are going to make an outstanding team.”

About CenterPoint Energy

As the only investor owned electric and gas utility based in Texas, CenterPoint Energy, Inc. (NYSE: CNP) is an energy delivery company with electric transmission and distribution, power generation and natural gas distribution operations that serve more than 7 million metered customers in Arkansas, Indiana, Louisiana, Minnesota, Mississippi, Ohio, Oklahoma and Texas. As of June 30, 2020, the company owned approximately \$32 billion in assets and also owned 53.7 percent of the common units representing limited partner interests in Enable Midstream Partners, LP, a publicly traded master limited partnership that owns, operates and develops strategically located natural gas and crude oil infrastructure assets. With approximately 9,600 employees, CenterPoint Energy and its predecessor companies have been in business for more than 150 years. For more information, visit CenterPointEnergy.com.

Forward Looking Statement

This news release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this news release, the words "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "objective," "plan," "potential," "predict," "projection," "should," "target," "will" or other similar words are intended to identify forward-looking statements. These forward-looking

statements are based upon assumptions of management which are believed to be reasonable at the time made and are subject to significant risks and uncertainties. Actual events and results may differ materially from those expressed or implied by these forward-looking statements. Any statements in this news release regarding future events, such as CenterPoint Energy's potential business strategies and initiatives, value creation, future financial performance, any recommendations and outcomes of the review process of the Business Review and Evaluation Committee of CenterPoint Energy's Board of Directors and other opportunities, and any other statements that are not historical facts are forward-looking statements. Each forward-looking statement contained in this news release speaks only as of the date of this release. Important factors that could cause actual results to differ materially from those indicated by the provided forward-looking information include risks and uncertainties relating to: (1) the impact of COVID-19; (2) financial market conditions; (3) general economic conditions; (4) the timing and impact of future regulatory and legislative decisions; (5) effects of competition; (6) weather variations; (7) changes in business plans; and (8) other factors, risks and uncertainties discussed in CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, CenterPoint Energy's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 and June 30, 2020 and other reports CenterPoint Energy or its subsidiaries may file from time to time with the Securities and Exchange Commission.

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