

ALLIANT ENERGY CORP
Form DEF 14A
April 09, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒ Filed by a party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission
Only

(as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under § 240.14a-12

ALLIANT ENERGY CORPORATION
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(1) Amount Previously Paid:

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(4) Date Filed:

Dear Alliant Energy Shareowner,

Alliant Energy is powering beyond to deliver a bright energy future.

On behalf of our company's Board of Directors, I invite you to join our 2018 Annual Meeting of Shareowners. This year, we are excited to hold our Annual Meeting online. You can access this live event from anywhere in the world.

Our virtual format will give more shareowners the opportunity to participate in the Annual Meeting. This change also opens up new communication tools, including the ability for you to post questions prior to the meeting. It is an exciting development for our shareowners - no matter where you are!

We are proud to continue delivering the results you've come to expect from Alliant Energy. We've achieved 5 to 7 percent earnings growth for five consecutive years while also increasing our dividend by more than 6% each year. This stock and dividend performance means that your Alliant Energy investment has delivered a higher return than both the Edison Electric Institute (EEI) Stock Index and the S&P 500 Index for the last five years.

I also want to be sure you know that our Board of Directors approved a 6% increase to our expected annual common stock dividend, setting the target for 2018 at \$1.34 per share.

We are now making investments and improvements that we believe will create a bright energy future for our customers. This includes our plans for nearly \$2 billion in new wind energy through 2020, as well as improvements to create a stronger, smarter and more secure power grid. We are working with customers to grow the use of electric vehicles, electric forklifts and other technologies. More customers are also finding value by connecting to our natural gas system.

Please view your proxy card for more details about how you can participate in our virtual-only Annual Meeting. We look forward to your participation in this innovative format.

Sincerely,
Patricia Leonard Kampling
Chairman and CEO
April 9, 2018

NOTICE OF 2018 ANNUAL MEETING OF SHAREOWNERS OF ALLIANT ENERGY CORPORATION

DATE: Thursday, May 17, 2018

TIME: 10:30 a.m. C.D.T.

www.virtualshareholdermeeting.com/LNT2018

VIRTUAL MEETING ONLY - NO PHYSICAL LOCATION

The virtual Annual Meeting may be accessed at www.virtualshareholdermeeting.com/LNT2018, where you will be able to listen to the meeting live, submit questions and vote online.

AGENDA:

1. Elect two (2) directors nominated by our Board of Directors to serve on our Board of Directors for terms expiring at the 2021 Annual Meeting
2. Approve, on an advisory, non-binding basis, the compensation of our named executive officers
3. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2018
4. Act upon a shareowner proposal described in the accompanying Proxy Statement, if properly presented
5. Attend to any other business properly presented at this meeting

RECORD DATE: March 23, 2018

Shareowners of record of our common stock as of the close of business on March 23, 2018 will be entitled to notice of, and to vote at, the Annual Meeting.

PROXY VOTING: YOUR VOTE IS IMPORTANT. Whether or not you plan to participate in the Annual Meeting, please vote promptly.

You may vote your shares by telephone or Internet. Instructions for voting are on the enclosed proxy card. If you prefer, you may sign and date the enclosed proxy card and return it in the postage-paid envelope.

PARTICIPATING IN THE ANNUAL MEETING:

The 2018 Annual Meeting of Shareowners will be held exclusively online via live webcast. An audio broadcast of the Annual Meeting will also be available by telephone toll-free at (877) 328-2502. Shareowners of record as of the close of business on March 23, 2018, are entitled to participate in and submit questions in writing before and during the Annual Meeting by visiting www.virtualshareholdermeeting.com/LNT2018. To participate in the online Annual Meeting, you will need the 16-digit control number included on your proxy card. The Annual Meeting will begin promptly at 10:30 a.m. C.D.T. Online check-in will begin at 10:00 a.m. C.D.T. Please allow ample time for the online check-in procedures.

ANNUAL REPORT:

A copy of our Annual Report for the fiscal year ended December 31, 2017 was included in the mailing of this Notice of 2018 Annual Meeting of Shareowners.

Important Notice Regarding the Availability of Proxy Materials for the Shareowner Meeting to be held on May 17, 2018. The Alliant Energy Corporation Proxy Statement for the 2018 Annual Meeting of Shareowners and the Annual Report for the fiscal year ended December 31, 2017, are available at www.alliantenergy.com/eproxy.

By Order of the Board of Directors,

James H. Gallegos

Senior Vice President, General Counsel & Corporate Secretary

Dated, mailed and made available on the Internet on or about April 9, 2018.

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SUMMARY

Proxy Summary

This summary highlights information contained in this Proxy Statement. It is only a summary. Please read the entire Proxy Statement and 2017 Annual Report before you vote.

2018 Annual Meeting of Shareowners

Date and Time: May 17, 2018 at 10:30 a.m. C.D.T.

Record Date: March 23, 2018

Place: www.virtualshareholdermeeting.com/LNT2018

Voting Matters	Board Recommendation	Page
1. Election of Two Director Nominees	FOR all Director Nominees	<u>1</u>
2. Advisory Vote to Approve Executive Compensation Ratification of Appointment of	FOR	<u>56</u>
3. Deloitte & Touche LLP as Independent Registered Public Accountants for 2018	FOR	<u>59</u>
4. Shareowner Proposal Requesting Periodic Reports Disclosing Expenditures on Political Activities	AGAINST	<u>60</u>

Vote your proxies today in one of the following methods:

INTERNET

www.alliantenergy.com/eproxy

Use the Internet to vote your proxy until 10:59 p.m. (C.D.T.) on May 16, 2018.

401(k) participants' votes must be received by May 13, 2018.

PHONE

(800) 690-6903

Use a touch-tone telephone to vote your proxy until 10:59 p.m. (C.D.T.) on May 16, 2018.

401(k) participants' votes must be received by May 13, 2018.

MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

Your proxy card must be received by May 16, 2018.

401(k) participants' cards must be received by May 13, 2018.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

See pages 62-66 for directions on voting your proxies and to see how your votes are counted.

ELECTION OF DIRECTORS

Proposal One—ELECTION OF DIRECTORS

Annual Election

At our annual meeting of shareowners (the “Annual Meeting”), two directors will be elected with terms expiring in 2021. The nominees for election are:

- Dean C. Oestreich
- Carol P. Sanders

Each nominee currently serves on our Board of Directors and, if elected as a director, will serve until our annual meeting of shareowners in 2021 or until his/her successor has been duly qualified and elected.

Directors will be elected by a plurality of the votes cast at the meeting (assuming a quorum is present). Consequently, any shares not voted at the meeting, including as a result of broker non-votes, will not be counted as votes cast. The proxies solicited may be voted for a substitute nominee or nominees if any of the nominees are unable to serve, or for good reason will not serve, a contingency the Board of Directors does not currently anticipate.

The nominees were selected by the Board of Directors on the recommendation of the Nominating and Governance Committee. The Nominating and Governance Committee and the Board of Directors looks for directors to have a broad range of skills, education, experiences and qualifications that can be leveraged in order to benefit Alliant Energy and its shareowners. The members of the committee are particularly interested in maintaining a mix of skills, qualifications and experience that include the following:

Skills, Qualifications and Experience

Strategic Leadership	Human Resources/Executive Compensation
Financial Acumen/Literacy	Risk Management
Operations	Technology Systems/Cybersecurity
Customer Perspective	Environmental and Safety
Legal and Regulatory	Diversity

The balance of tenure of our directors promotes experience and stability on our Board of Directors. The board’s diverse composition allows for a broader understanding of the issues that can affect our business. Our more senior directors have a deep knowledge and historical perspective of our company and our industry. Our newer directors provide fresh perspectives and benefit from the knowledge and experience of our more senior directors. Our two director nominees, with their knowledge of our industry and long experience on our board, provide vital insights to our board. This optimal combination of experience, subject matter expertise and fresh perspectives ensures that our board is able to provide oversight and guidance that is innovative, balanced and aligned with the company’s strategic plan.

All directors are expected to possess personal attributes such as ethics, integrity, sound business judgment, independence, and must be able to commit sufficient time to board activities. Additional information regarding the selection process for members of the Board of Directors can be found starting on page 15.

Biographies of the director nominees and continuing directors follow. Included in the biographical information is a listing of the key qualifications, skills and experience of each director nominee and continuing director that led to the board’s conclusion that the person should serve. Each nominee and continuing director’s age is as of April 1, 2018. We are a public utility holding company whose regulated utilities are Interstate Power and Light Company (“IPL”) and Wisconsin Power and Light Company (“WPL”). The composition of our Board of Directors is identical to the composition of the Boards of Directors of IPL and WPL.

þThe Board of Directors recommends that you vote “FOR” the nominees for director.

ELECTION OF DIRECTORS

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ELECTION OF DIRECTORS

NOMINEES FOR DIRECTOR

Dean C.

Oestreich

Age: 66

Director Since:
2005

Nominated for a
Term Expiring
in: 2021

Lead
Independent
Director
Committee

Memberships:

- Audit

- Executive

- Nominating and Governance

(Chair)

Summary: Mr. Oestreich is our Lead Independent Director. He served as a consultant to Pioneer Hi-Bred International, Inc., a developer and supplier of advanced plant genetics and a wholly-owned subsidiary of DuPont Corporation, located in Johnston, Iowa from 2010 to 2013. He is now retired. He previously served as Chairman of Pioneer Hi-Bred International, Inc. from 2007 until 2009. Mr. Oestreich also served as Vice President of DuPont Corporation from 2004 through 2009. He previously served as President of Pioneer Hi-Bred International, Inc. from 2004 to 2007. He serves as Chairman of the Nominating and Governance Committee. Mr. Oestreich was named to the 2017 National Association of Corporate Directors (NACD) Directorship 100, which honors the most influential boardroom leaders each year. Mr. Oestreich has served as a Director of IPL and WPL since 2005.

Skills and Qualifications: strategic leadership; financial acumen/literacy; operations; customer perspectives; legal and regulatory; human resources/executive compensation; risk management; technology systems/cybersecurity; environmental and safety.

Carol P. Sanders

Age: 51

Director Since:
2005

Nominated for a
Term Expiring
in: 2021

Committee

Memberships:

- Audit (Chair)

- Executive

- Nominating and Governance

Summary: Ms. Sanders has been the President of Carol P. Sanders Consulting LLC since 2015, a business consulting firm serving insurance and technology clients. She served as the Executive Vice President, Chief Financial Officer and Treasurer of Sentry Insurance, a Mutual Company, located in Stevens Point, Wisconsin from 2013 to 2015. Previously, she served as the Executive Vice President and Chief Operating Officer of Jewelers Mutual Insurance Company from 2012 until 2013, where she also served as Senior Vice President, Chief Financial Officer and Treasurer from 2011 until 2012 and as Chief Financial Officer from 2004 until 2011. Before that, Ms. Sanders served as Controller and Assistant Treasurer of Sentry Insurance from 2001 to 2004. She has served on the Boards of Directors of RenaissanceRE Holdings Ltd., a global provider of reinsurance and insurance since 2016, and First Business Financial Services, Inc., a Wisconsin-based bank holding company since 2016. She serves as Chairman of the Audit Committee. Ms. Sanders has served as a Director of IPL and WPL since 2005.

Skills and Qualifications: strategic leadership; financial acumen/literacy; operations; customer perspectives; legal and regulatory; human resources/executive compensation; risk management; technology systems/cybersecurity.

ELECTION OF DIRECTORS

CONTINUING DIRECTORS

Patrick E. Allen Summary: Mr. Allen's extensive experience in financial leadership is instrumental to the board. Since Age: 53 2005, Mr. Allen has served as Senior Vice President and Chief Financial Officer at Rockwell Collins, Director Since: Inc. in Cedar Rapids, Iowa, leading the company's finance activities, including treasury, audit, and 2011 tax. Mr. Allen previously served in various financial officer positions at Rockwell Collins and its subsidiaries since 2001. Before joining Rockwell Collins, he served in various roles at Rockwell Term Expires in: 2020 International, including Vice President and Treasurer, Vice President of Financial Planning, and Committee Assistant Controller. He worked for six years as an auditor at Deloitte & Touche and has passed the Memberships: certified public accountancy examination. Mr. Allen has been a Director of IPL and WPL since 2011.

- Compensation
- and Personnel Skills and Qualifications: strategic leadership; financial acumen/literacy; operations; customer perspective; risk management; technology systems/cybersecurity; diversity.
- Operations

Deborah B. Dunie Summary: Ms. Dunie's strong experience in information technology and cybersecurity and her decades of work in the defense industry have proven distinctly valuable to the board. From 2006 to Age: 54 2014, Ms. Dunie served as Executive Vice President and Chief Technology Officer of CACI International Inc., an information solutions and services company in the government sector. Director Since: Previously, she worked with the U.S. Department of Defense as a member of the Defense Intelligence 2015 Senior Executive Service and as a Principal Advisor to the Under Secretary of Defense for Term Expires in: 2019 Intelligence. She has served in key information-policy roles in private industry with Oracle Corporation, Raytheon Company, Martin Marietta (now part of Lockheed Martin), General Electric, Committee and ITT Corporation. Ms. Dunie has served on the Board of Directors of Science Applications Memberships: International Corporation (SAIC), an engineering and information technology provider, since 2015. In December 2016, Ms. Dunie was certified as a National Association of Corporate Directors (NACD) and Personnel Board Leadership Fellow. She has served as a Director of IPL and WPL since 2015.

- Compensation
- and Personnel Skills and Qualifications: strategic leadership; operations; legal and regulatory; human resources/executive compensation; risk management; technology systems/cybersecurity; diversity.
- Operations

ELECTION OF DIRECTORS

<p>Darryl B. Hazel</p> <p>Age: 69</p> <p>Director</p> <p>Since: 2006</p> <p>Term Expires in: 2019</p> <p>Committee Memberships:</p> <ul style="list-style-type: none"> • Audit • Nominating and Governance 	<p>Summary: Mr. Hazel brings to the board his long-term executive leadership experience and his background in operations and customer service. He has been the principal of Darryl B. Hazel Consulting LLC, a business consulting firm in Detroit, Michigan, since 2010 when he retired as Senior Vice President, Global Services Initiatives of Ford Motor Company. Having started with Ford Motor Company in 1972, Mr. Hazel held various leadership positions with the company, including President of the Customer Service Division and Senior Vice President (2006 - 2009), President of Marketing (2005 - 2006), President of the Ford Division (2005), and President of the Lincoln Mercury Division (2002 - 2005). He has served as a Director of IPL and WPL since 2006.</p> <p>Skills and Qualifications: strategic leadership; financial acumen/literacy; operations; customer perspective; human resources/executive compensation; risk management; technology systems/cybersecurity; environmental and safety; diversity.</p>
<p>Patricia L. Kampling</p> <p>Age: 58</p> <p>Director Since: 2012</p> <p>Term Expires in: 2020</p> <p>Chairman of the Board</p> <p>Committee Memberships:</p> <ul style="list-style-type: none"> • Executive Committee (non-voting Chair) 	<p>Summary: Ms. Kampling's broad experience within the utility industry has proven essential to the management of the Company and to the board. She has served as Chairman of the Board of Directors and Chief Executive Officer of Alliant Energy since April 2012, as President from February 2011 to December 2017, and President and Chief Operating Officer from February 2011 to March 2012. Since joining the Company in 2005, Ms. Kampling has held various other executive positions within the Company, including Executive Vice President and Chief Financial Officer, Vice President and Treasurer, and Vice President of Finance. Before joining Alliant Energy, Ms. Kampling spent more than 20 years at Exelon Corporation, holding finance, treasury, regulatory, and engineering positions of increasing responsibility. She has served on the Board of Directors of Briggs & Stratton Corporation since January 2011 and also serves on the board of American Transmission Company LLC. Ms. Kampling has been a Director of IPL and WPL since 2012.</p> <p>Skills and Qualifications: strategic leadership; financial acumen/literacy; operations; customer perspective; legal and regulatory; human resources/executive compensation; risk management; environmental and safety; diversity.</p>

ELECTION OF DIRECTORS

<p>Singleton B. McAllister</p> <p>Age: 66</p> <p>Director</p> <p>Since: 2001</p> <p>Term Expires in: 2020</p> <p>Committee Memberships:</p> <ul style="list-style-type: none"> • Compensation and Personnel • Nominating and Governance 	<p>Summary: Ms. McAllister brings significant expertise to the board in the areas of government relations and public policy law. Since 2014, Ms. McAllister has served as Of Counsel at the law firm of Husch Blackwell in Washington, D.C. Before joining Husch Blackwell, she served as a partner in the law firms of Williams and Mullen (2012 - 2014), Blank Rome LLP (2010 - 2012), and LeClair & Ryan LLP (2007 - 2010). Ms. McAllister has held positions as General Counsel for the United States Agency for International Development, Senior Counsel to the U.S. House of Representatives Committee on the Budget, and was appointed as Secretary to the Commonwealth of Virginia State Board of Elections in 2015. She has served on the Board of Directors of United Rentals, Inc. since 2004, and on the proxy board of Securitas Critical Infrastructure Services, Inc., one of the largest providers in the United States of specialized security, fire and emergency response services, since 2016. Ms. McAllister has been a Director of IPL and WPL since 2001.</p> <p>Skills and Qualifications: strategic leadership; customer perspective; legal and regulatory; human resources/executive compensation; environmental and safety; diversity.</p>
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<p>Thomas F. O'Toole</p> <p>Age: 60</p>	<p>Summary: Mr. O'Toole's qualifications to serve on the board include his strong experience in revenue strategy, digital commerce and customer relationship management. Since November 2016, Mr. O'Toole has been Senior Fellow and Clinical Professor of Marketing at the Kellogg School of Management of Northwestern University. He is also the principal of O'Toole Associates, LLC, through which he serves as a Senior Advisor with McKinsey & Co., a global management consulting firm. Until his retirement in late 2016, Mr. O'Toole was Chief Marketing Officer, Senior Vice President and President, MileagePlus of United Continental Holdings, Inc., a global air carrier. He joined United in 2010 as Chief Marketing Officer and Senior Vice President and held positions with United as Senior Vice President, Marketing and Loyalty and President, MileagePlus (2012 - 2014), Chief Operating Officer, MileagePlus (2010 - 2012), and Chief Marketing Officer (2010). Before joining United, Mr. O'Toole held leadership roles for over 13 years with Hyatt Hotels Corporation, including as Chief Marketing Officer and Chief Information Officer, as well as marketing leadership positions at Renaissance Hotels International and Stouffer Hotel Company. He has served on the Board of Directors of LSC Communications, Inc., a print, print-related services and office products company, since 2016 and Extended Stay America Inc., a hotel owner and operator, since 2017. Mr. O'Toole serves as the Chairman of the Operations Committee. He has served as a Director of IPL and WPL since 2015.</p>
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Skills and Qualifications: strategic leadership; financial acumen/literacy; operations; customer perspective; legal and regulatory; technology systems/cybersecurity.