



**OPPDU BOARD OF DIRECTORS**  
**ALL COMMITTEE MEETING MINUTES**

**January 19, 2021**

The regular committee meetings of the Board of Directors of the Omaha Public Power District ("OPPDU" or "District") was held via Webex audio and video conference on Tuesday, January 19, 2021 at 8:00 a.m.

Present via Webex conferencing were Directors A. E. Bogner, M. J. Cavanaugh, S. E. Howard, J. M. Mollhoff, C. C. Moody, M. G. Spurgeon, E. H. Williams and R. M. Yoder. Also present via Webex were T. J. Burke, President and Chief Executive Officer, and Mr. S. M. Bruckner, General Counsel for the District. Chair C. C. Moody presided and M. F. Hinnners, Senior Corporate Governance Specialist, recorded the minutes. Other members of management present via Webex were: K. W. Brown, J. A. Comstock, L. J. Fernandez, M. J. Fisher, S. M. Focht, K. S. McCormick, L. A. Olson, M. L. Sedky, and T. R. Via. Additionally, a number of other OPPDU employees were present via Webex conferencing.

***Committee Agenda Item 1: Board Chair Opening Statement***

Chair Moody gave a brief opening statement, including an announcement regarding public notice of meeting and reminders for using the Webex audio and video conferencing platform. He noted the Board would conduct a closed session to discuss two items: (i) a Power with Purpose update and (ii) a report on litigation.

***Committee Agenda Item 2: Closed Session***

At 8:02 a.m., it was moved by Director Yoder that the Board go into Closed Session. Director Yoder stated as follows:

*"I move that the Board go into closed session at this time (8:02 a.m.) to discuss two topics: (i) Power with Purpose and (ii) a report on litigation.*

*With respect to the update on the Power with Purpose generation resource project, a closed session is necessary because the discussion will involve competitively sensitive utility infrastructure information, including potential pricing and types and locations of resources that would create a competitive disadvantage for the District if known by its business competitors, and also would create a competitive disadvantage for the District if known by potential contractors and property owners that may be involved in the infrastructure projects. The update also may involve discussion of legal matters that are protected by the attorney-client privilege and attorney work product doctrine.*

*With respect to the report on pending and potential litigation matters, a closed session is necessary because the discussion involves legal advice and strategy*

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*that is protected by the attorney-client privilege and attorney work product doctrine.”*

The motion was seconded by Director Cavanaugh.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – Yes; Howard – Yes; Mollhoff – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes; Yoder – Yes. The motion carried (8-0).

Chair Moody read the following:

*“The motion to go into closed session has passed. This closed session will be limited to discussion regarding (i) Power with Purpose and (ii) a report on the District’s pending and potential litigation. No votes or other action will be taken.”*

After confirming the appropriate Board, senior management team and OPPD staff and general counsel were present, the Webex Event was locked to prevent additional attendees from joining the closed session. Thereafter, the Board conducted its closed session discussion on Power with Purpose.

The Board took a break at 9:09 a.m. No further business was discussed. The OPPD Power with Purpose staff departed the meeting. The Webex Event was unlocked to allow attorneys from the Fraser Stryker law firm to join. The Webex Event was locked to prevent additional attendees from joining. Thereafter, the Board received a privileged and confidential report on the District’s pending and potential litigation.

The Board took a break at 9:49 a.m. No further business was discussed.

The Webex Event was unlocked to allow members of the public and OPPD staff to join the meeting.

At 10:00 a.m., a motion was made and seconded to reconvene the meeting in open session.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – Yes; Howard – Yes; Mollhoff – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes; Yoder – Yes. The motion carried (8-0).

Chair Moody stated:

*“The motion to come out of closed session at (10:00 a.m.) is carried. This closed session was limited to discussion regarding (i) Power with Purpose and (ii) a report on the District’s pending and potential litigation. No votes or other board action were taken during the closed session.”*

### **Committee Agenda Item 3: Public Session – Board Chair Opening Statement**

Chair Moody welcomed members of the public and gave an overview of the meeting agenda and reminders for using the Webex audio and video conferencing platform.

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#### ***Committee Agenda Item 4: Safety Briefing***

President Burke gave the safety briefing, including a reminder from the Nebraska Department of Health and Human Services entitled “10 Actions for Every Nebraskan to be Taking Now to Slow Spread of COVID-19.” He encouraged everyone to wear a mask and reminded the public of OPPD’s policy requiring all employees, contractors and visitors to wear a mask.

#### ***Committee Agenda Item 5: Finance Committee***

##### **Finance Chair Report**

Director Bogner reported the Finance Committee met on January 7, 2021 via Webex videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The Committee members discussed affordability and what it means at OPPD, which may inform potential changes to strategic directive policies.

Supporting Data  
Agenda

##### **Pledged Securities**

L. J. Fernandez, Vice President and Chief Financial Officer, presented the following report indicating that the District’s deposit balances held at financial institutions are sufficiently guaranteed.

- a. Nebraska statutes require that District balances held at financial institutions in excess of Federal Deposit Insurance Corporation (“FDIC”) limits are sufficiently guaranteed with pledged securities.
- b. Exhibit A identifies financial institutions which have District funds on deposit and separately lists those financial institutions with balances above and below the FDIC limits.
- c. The District and its financial institutions monitor balances on a daily basis to ensure that sufficient levels of pledged securities are in place.

Supporting Data:  
Datasheet  
Exhibit A

#### ***Committee Agenda Item 6: System Management & Nuclear Oversight Committee***

##### **System Management & Nuclear Oversight Committee Chair Report**

Director Mollhoff reported the System Committee met on January 7, 2021 via Webex videoconference. Directors Mollhoff, Williams, Moody and Yoder attended this meeting. A copy of the agenda for the meeting was made available in the All Committee meeting materials for the Board to review. The board members received an update from staff on the Pathways to Decarbonization strategic initiative, which may inform perspectives on potential changes to SD-9: Resource Planning.

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Supporting Data  
Agenda

### **SD-6: Safety Monitoring Report**

K. S. McCormick, Sr. Director Safety & Technical Training, presented the following information to ensure full Board review, discussion and acceptance of SD-6: Safety Monitoring Report.

- a. The first set of Board policies was approved by the Board on July 16, 2015. A second set of Board policies was approved by the Board on October 15, 2015.
- b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process.
- c. The System Management & Nuclear Oversight Committee is responsible for evaluating Board Policy SD-6: Safety.
- d. The System Management & Nuclear Oversight Committee has reviewed the SD-6: Safety Monitoring Report, as outlined on Exhibit A, and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

Mr. McCormick presented the following:

- SD-6: Safety Policy
- Terms and Definitions
  - Days Away Restricted or Transferred (DART) – The rate is calculated by multiplying the number of DART cases times 200,000 divided by the hours worked.
  - Preventable Vehicle Incident Rate (PVIR) – The rate is calculated by multiplying the number of PVIR cases times 1,000,000 divided by the miles driven.
- Awards – 2020 Nebraska's Safest Companies from National Safety Council Nebraska
- Corporate DART Rate by Year 2010 – 2020
- Corporate PVIR Rate by Year 2010 – 2020
- In the Midst of Pandemic: Highlights of Field Work Completed
- 2020 Training
- 2020 Our Best Year
- 2021 Initiatives
- Thank You for Being Safe
- Recommendation

The Board and management team discussed various aspects of the monitoring report. The System Management & Nuclear Oversight Committee recommended Board approval of the 2021 SD-6: Safety Monitoring Report. The Board was scheduled to vote on this matter at the January 21, 2021 meeting.

Supporting Data  
Datasheet  
Exhibit A – Monitoring Report  
Resolution

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### **Underground Concrete Encased Duct Line Installation**

T. R. Via, Vice President – Energy Delivery, presented the following facts to support Board of Directors authorization to award a contract for construction services associated with the installation of an underground concrete encased manhole/duct line system.

- a. The concrete encased manhole/duct line system will contain new distribution circuits needed to support customer load growth in central Sarpy County, Nebraska.
- b. Construction labor includes the following:
  1. Installation of precast manholes
  2. Installation of concrete encased duct line
  3. Installation of direct buried conduit segments
- c. Four proposals were received. All four proposals are legally and technically responsive.
- d. Construction will begin February 2021 and conclude June 2021.
- e. The bid from Nielsen Construction Co. was evaluated to be the lowest and best bid.

Management recommended authorization by the Board to award a labor contract to Nielsen Construction Co. for the evaluated amount of Five Hundred Seventy-Six Thousand, Seven Hundred Dollars and Zero Cents (\$576,700.00) based on the evaluation of RFP No. 5837 – “Underground Concrete Encased Duct Line Installation” for the procurement of construction services that will install duct line and associated manholes in central Sarpy County, Nebraska.

The Board was scheduled to vote on this matter at the January 21, 2021 meeting.

#### **Supporting Data**

Datasheet  
Analysis of Proposals  
Tabulation of Bids  
Legal Opinion  
Resolution

### **Nebraska City Station Unit 1 Low Pressure Rotor Labor Installation – Engineer’s Certification**

M. J. Fisher, Vice President – Energy Production and Nuclear Decommissioning, presented the following facts to support Board of Directors approval of the Engineer’s Certificate and authorization for Management to negotiate and enter into a contract for specialized labor and services for the Nebraska City Station Unit 1 (NC1) turbine and generator work scope during the spring 2021 outage.

- a. The NC1 turbine and generator require maintenance and repairs including replacement of the low pressure rotors purchased following the spring 2019 outage turbine rotor inspection results. Siemens Energy, the original equipment manufacturer for the NC1 turbine and generator, has been contracted to supply the replacement turbine rotors.
- b. NC1 is required to meet both the energy demands and capacity requirements of the District.

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- c. The needed work is complex and requires specialized information uniquely available from the original equipment manufacturer. Additionally, there are performance guarantees applicable to the purchase of the low pressure turbine rotors that could be adversely impacted if not performed by the supplier, Siemens Energy.
- d. The District's engineer has certified that it is impractical and not in the public interest to utilize the statutory sealed bid process for this project.

Management recommended approval of the Engineer's Certificate and authorization for Management to negotiate and enter into a contract with Siemens Energy for specialized labor and services for the Nebraska City Station Unit 1 turbine and generator work scope during the spring 2021 outage.

The Board and management discussed aspects of the work, including timing of the outage, total cost of ownership and asset management. The Board was scheduled to vote on this matter at the January 21, 2021 meeting.

Supporting Data

Datasheet

Letter of Recommendation

Engineer's Certificate

Legal Opinion

Resolution

**Nuclear Oversight Committee Report**

M. J. Fisher, Vice President – Energy Production and Nuclear Decommissioning, reported the Nuclear Oversight Committee provides a regular oversight of items related to the Fort Calhoun Station (FCS) nuclear plant. In addition to safe and secure dry cask storage of fuel, the required Preventative Maintenance tasks and Surveillance Tests, the following major decommissioning activities were completed in December:

- Critical path for the deconstruction project remains the segmentation of the reactor vessel internal (RVI) components. Some delays have been encountered by the subcontractor, which they are addressing by adding additional engineering staff. There is no impact on critical path from these activities and the schedule is expected to be back on track by the end of the month. Although not yet realized, the risk to the specialty subcontractor supply chain from COVID-19 remains.
- The RVI project's on-site phase starts in the third quarter of this year. To support this work, several prerequisite projects need to be completed. This includes removal of select helical tendons from the containment structure, and removal of several large components inside the containment structure. While these projects are not on critical path, they are being closely monitored to ensure they are completed prior to the RVI segmentation work beginning.
- The schedule for demolition of support buildings within the deconstruction area has been developed. Demolition of these buildings, which includes, for example, the warehouse, maintenance, and chemistry buildings, is slated to begin in February. This scope of this project continues through 2022.

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The Board and management team discussed a variety of issues, including the schedule, budget, and flood protection.

Supporting Data  
Datasheet

The Board took a break for lunch at 11:15 a.m. and reconvened at 12:00 p.m.

### **Committee Agenda Item 7: Public Information Committee**

#### **Public Information Committee Chair Report**

Director Yoder reported the Public Information Committee met on January 12, 2021 via Webex videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The Committee discussed (i) a legislative and regulatory update; (ii) a customer trends update; and (iii) topics to be added to the Board Work Plan.

Supporting Data  
Agenda

#### **Legislative and Regulatory Update**

L. A. Olson, Vice President – Public Affairs, provided a preview of 2021 state and federal legislative matters and regulatory matters

- a. Nebraska's 107th Legislature began on January 6, 2021.
- b. The 117<sup>th</sup> Congress began on January 3, 2021.

T. R. O'Brien, Director Economic Development and External Relations, presented the following:

- Legislative Update – Where We Have Been
- State Legislative Update
  - Look back at the 2020 106<sup>th</sup> State Session
  - Look forward – 2021 Nebraska Legislative Calendar
  - 2021 Committee and Committee Chairs
  - 2021 Nebraska Legislative Preview
  - Natural Resources Committee
  - Legislative Update – Where we are going
  - Board Update Process
- Federal Legislative Update
  - 116<sup>th</sup> Congress Summary
  - 117<sup>th</sup> United States Congress Overview
  - Energy and environment sector legislative outlook for the 117<sup>th</sup> Congress

The Board and management discussed a variety of issues, including the status of specific bills, the legislative update process to the Board, and OPPD's policies regarding legislative decision making.

Supporting Data  
Datasheet

State and Federal Legislative Update Presentation

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### **Customer Trends Update**

Ms. J. A. Comstock, Vice President – Customer Service, provided an update on customer trends during the COVID-19 pandemic.

1. In response to COVID-19 Directed Health Measures declared in March 2020, the Omaha Public Power District developed a Customer First Solutions Package, a variety of programs to assist customers during the COVID-19 pandemic.
2. The Board requested that management provide regular reports on the progress of customer programs and trends.
3. Management provided an update on aged debt and related trends as of December 31, 2020.

Ms. Comstock presented information about OPPD's continuation of certain Customer First Solutions. Ms. Comstock presented a summary of aged debt and information about energy assistance funding and distribution. The Board and management team discussed a variety of issues related to customer trends, collections, and energy assistance.

#### **Supporting Data**

Datasheet  
Customer Trends Update Presentation

### ***Committee Agenda Item 8: Governance Committee***

#### **Governance Committee Chair Report**

Chair Moody reported the Governance Committee met on January 15, 2021 via Webex videoconference. A copy of the agenda for that meeting was made available in the Committee meeting materials for the Board to review. The Committee discussed the following topics: (i) process for review of the Board Work Plan; (ii) process for Board officer elections; and (iii) how to best address topics that transcend the Board's current committee structure.

#### **Supporting Data**

Agenda

The Board took a break at 1:06 p.m. and reconvened at 1:15 p.m.

### ***Committee Agenda Item 9: Other Business***

#### **Confirmation of Board Meeting Agenda**

The Board members reviewed and confirmed the agenda for the Board meeting on Thursday, January 21, 2021.

#### **Review of Board Work Plan**

Chair Moody reminded the Board that the concept of the Board Work Plan was introduced at the August 2020 Board governance workshop. S. M. Focht, Vice President – Corporate Strategy and Governance, explained the foundational importance of board policies GP-4: Agenda



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Planning and BL-5: Unity of Control, and the importance of collaboration between the Board and management in order to prioritize resources to complete the work. Mr. Focht also presented the process to review and update the Board Work Plan.

The Board members then reviewed and discussed the topics on the Board Work Plan. There was consensus to move SD-7: Environmental Stewardship, SD-11: Economic Development, and SD-13: Stakeholder Outreach and Engagement from the parking lot to the Board Work Plan.

**Power with Purpose Update**

M. J. Fisher, Vice President – Energy Production and Nuclear Decommissioning, provided the following updates on the Power with Purpose (PwP) generation project for January 2021.

**SOLAR FACTS**

1. Continued negotiations on technical and commercial sections of potential solar contracts.
2. Continued community stakeholder outreach discussions in counties with potential solar projects.
3. Reviewed proposed regulations and offered comments in support of solar residential, commercial, and utility-scale solar in Saunders and Burt counties.

**NATURAL GAS FACTS**

1. Continued evaluation of natural gas supply options to support gas generation facilities.
2. Continued evaluation of the simple-cycle combustion turbine and reciprocating internal combustion engine equipment proposals.
3. Issued Engineer, Procure, and Construct (EPC) Request for Qualifications to potential vendors for the gas generation sites on December 4, 2020.
4. Continued technical assessments of both project sites.
5. Continued City of Papillion planning process for the Sarpy County South site.

**ENERGY DELIVERY FACTS**

1. Initiated the Routing Siting and Public Involvement process for the Sarpy Southwest Transmission Project and set January 26, 2021 as the date for the first Public Meeting.
2. Continued technical specification development for the substation scope of work for the EPC Request for Proposals.

M. J. Fisher, Vice President – Energy Production and Nuclear Decommissioning, presented the following information:

- Power with Purpose Updates
- Power with Purpose – Where We Are

C. M. Kennedy, Manager Alternative Energy Program, presented the following information:

- Solar Sourcing Recap
- Solar Project Update

M. A. Walker, Manager Construction Management, presented the following information:

- Natural Gas Generation Project Update

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- Natural Gas Generation Major Equipment Sourcing Progress
- Natural Gas Generation Engineer, Procure and Construct (EPC) Sourcing Progress

D. D. Buel, Director Engineering, presented the following information:

- Sarpy Southwest Transmission Project Routing, Siting & Public Involvement
- Sarpy Southwest Transmission Project
- Project Timeline
- Routing Criteria
- Phase 1 – Route Segment Analysis Map
- Outreach Overview – Public Meeting (online) January 26, 2021

T. R. O'Brien, Director Economic Development and External Relations, presented the following information:

- Stakeholder Outreach and Communication
- Outreach Approach
- Power with Purpose Q1 2021 Engagement
- Continued Engagement

The Board and management team discussed a variety of issues throughout the presentation.

Chair Moody noted that the Board meeting would be held via Webex on Thursday, January 21, 2021.

There being no further business, the meeting adjourned at 2:11 p.m.

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*Lisa A. Olson*

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L. A. Olson

Vice President – Public Affairs and  
Assistant Secretary

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*M. F. Hinners*

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Assistant Secretary of the Meeting