



Agenda

OPPD Board of Directors – All Committees Meeting

Tuesday, April 18, 2023

CLOSED SESSION – 8:00 A. M. – PUBLIC SESSION 10:00 A.M.

Conducted in person at Energy Plaza, 9W Seminar Room and virtually via Webex audio/video conference. Public may attend remotely by going to www.oppd.com/CommitteeAgenda to access the Webex meeting link or the public may watch the Webex at Energy Plaza, 444 S. 16th Street – Conf. Room A, Omaha, NE, which will be set up as a physical location to view the Webex.

	TOPIC	TYPE	PRESENTER	TIME*	
1.	Chair Opening Statement		Williams	8:00	A.M.
2.	Closed Session			8:05	A.M.
	Enterprise Risk Management: Substation Security	Reporting	Focht	30	min
	Acquisition of Land Rights for Energy Production Infrastructure Project associated with and in proximity to the Nebraska City Station	Action	Focht	15	min
	Near Term Generation Update	Reporting	Underwood	55	min
	<i>Break – Open WebEx to Allow Public to Join</i>			9:45	A.M.
3.	Public Session – Chair Opening Statement		Williams	10:00	A.M.
4.	Safety Briefing		Fernandez	10:05	A.M.
5.	Governance Committee			10:10	A.M.
	Governance Chair Report	Reporting	Bogner	5	min
6.	Finance Committee			10:15	A.M.
	Finance Chair Report (04/07/2023)	Reporting	Spurgeon	5	min
	Debt Authorization	Action	Bishop	10	min
	Decommissioning Trust Funding	Action	Bishop	15	min
7.	System Management & Nuclear Oversight Cmte			10:45	A.M.
	SM&NO Chair Report (04/05/2023)	Reporting	Moody	5	min
	NC1 Reheater Outlet Header Replacement -- Material Contract Award	Action	Via	5	min
	Bennington Expansion Substation and Transmission Structures	Action	Via	5	min
	161-13.8-13.8KV 40/53.3/67(75)MVA OLTC Power Transformer	Action	Via	5	min
	SD-4: Reliability Monitoring Report	Action	Via	15	min
	Acquisition of Land Rights for Energy Production Infrastructure Project associated with and in proximity to the Nebraska City Station	Action	Focht	5	min
	Near Term Generation Update	Reporting	Underwood	45	min
	<i>Break for Lunch</i>			12:10	P.M.
8.	Public Information Committee			12:50	P.M.
	Public Information Chair Report (04/11/2023)	Reporting	Howard	5	min
	Legislative and Regulatory Update	Reporting	Olson	15	min
	SD-5: Customer Satisfaction Monitoring Report	Action	McAreavey	20	min
9.	Other Business			1:30	P.M.
	Confirmation of Board Meeting Agenda	Action	Williams	5	min
	Review of Board Work Plan	Discussion	Williams	5	min

	<u>TOPIC</u>	<u>TYPE</u>	<u>PRESENTER</u>	<u>TIME*</u>	
	Power with Purpose: Solar, Natural Gas and Transmission Update	Reporting	Via / Underwood	15	min
10.	Closed Session (if necessary)				

* All times and duration are estimates. Please use the link below to find board agendas, materials and schedules. Board governance policies and contact information for the board and senior management team also can be found at www.oppd.com/BoardMeetings.

SAFETY KICKOFF



Physical Safety

OPPDP is committed to maintaining a safe work environment

Central Station: EXT. 3700

Safety: EXT. 7233 (SAFE)



Feeling ill?

AED
First Aid
Exits



Identify help

Physical
Safety



Environmental
hazards?



Active Shooter

Psychological Safety

Safety at OPPDP includes psychological safety

Please discuss with direct manager

HC Business Partner: 531-226-3079

Ethics Point: 1-866-ETHICSP (1-866-384-4277)



Safety Focus for April

1. Controlling hazardous energy.

There have been a handful of recent hazards identified around Lockout/Tagout and Hold Order programs across the District; if hazardous energy is present, ensure the proper controls are in place to prevent release.

2. Have a severe weather plan.

Whether working on a jobsite, in an OPPD facility, or in your home, have a plan in the event of a severe weather emergency.

3. Continue to fight fatigue.

As weather warms and our days stretch out, work loads (both at OPPD and at home) can increase. Don't lose focus on the hazard that affects us all.



Pre-Committee Agenda

FINANCE PRE-COMMITTEE MEETING
VIDEOCONFERENCE
April 7, 2023 8:00 – 9:00 AM

- 1) Safety Briefing (Seier – 3 min)
 - a) Promote awareness of current safety focus.
- 2) Pledge Securities (Seier/Spurgeon – 3 min)
 - a) Objective: Report recommendation to continue with the annual reporting of this topic to the Board.
- 3) Debt Authorization (Thurber – 10 min)
 - a) Objective: Review management's recommendation and answer questions for the Committee, develop recommendation to the Board.
- 4) Decommissioning Trust Funding (Thurber/Langford– 15 min)
 - a) Objective: Review management's recommendation and answer questions for the Committee, develop recommendation to the Board.
- 5) External Auditor Vendor Selection (Focht – 15 min)
 - a) Objective: Review management's recommendation and answer questions for the Committee, develop recommendation to the Board.
- 6) Confirmation of Board Work Plan – Finance Committee Items (3 min)
 - a) Objective: Committee members to review and confirm items on the Board Work Plan.
- 7) Summary of Committee Direction (2 min)
 - a) Objective: Executive leadership team liaison(s) to gain alignment and summarize direction provided by the Committee.



Board Action

BOARD OF DIRECTORS

April 18, 2023

ITEM

Authorization for 2023 Financing

PURPOSE

Create and authorize 2023 Series Electric System Revenue Bonds

FACTS

- a. The District continually monitors its liquidity/cash needs to assure that adequate funds are available to manage the District's operations. From time to time, Management concludes that it is in the best interests of the District to use cash accumulated from District operations or other liquidity resources for various purposes, given then-existing market conditions or timing imperatives, including, without limitation, to pay for capital improvements related to Power with Purpose projects or other improvements to the District's electric system, refunding existing higher yielding debt, or to fund unexpected operating expenditures. Should the District elect to use its cash or other liquidity facilities for any such purpose, it is in the best interests of the District that it have the ability to act promptly, given favorable market conditions, to issue new debt to replenish liquidity by reimbursing previously incurred capital expenditures, refund existing higher yielding debt, or by funding anticipated capital expenditures and related transaction costs. The District's Financial Advisor, Barclays Capital Inc., has indicated that issuing new debt to reimburse or to fund capital purposes or to refund existing higher yielding debt is a reasonable strategy to replenish the District's liquidity reserves and to capitalize on market interest rates.
- b. Management may issue one or more new series of bonds to be known as the 2023 Series Electric System Revenue Bonds ("Authorized Bonds") with such additional letter designations as deemed appropriate at the time of issuance. The Authorized Bonds will be traditional tax-exempt bonds.
- c. It is advisable for the Board of Directors to authorize the President and Chief Executive Officer or the Vice President and Chief Financial Officer to complete the sale of up to \$730 million of Authorized Bonds upon acceptable market interest rates and financing terms. This would be accomplished by a completed and executed Pricing Certificate(s) accompanied with written opinion(s) of the District's Financial Advisor which would certify to the Board that the terms of the debt reflect rates competitive with current market conditions. Under these conditions, authorization to initiate and conclude a negotiated sale of Authorized Bonds would extend to and include December 31, 2023.
- d. The Board of Directors will receive quarterly updates on the status of Authorized Bonds. Final pricing of a series of Authorized Bonds will be presented at the next regularly scheduled Board Meeting immediately following the execution of the Bond Purchase Agreement.

ACTION

Board authorization to sell up to \$730 million of Authorized Bonds to issue new debt upon acceptable market conditions.

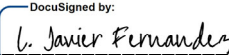
RECOMMENDED:

DocuSigned by:

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Jeffrey M. Bishop
Vice President and Chief Financial Officer

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

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L. Javier Fernandez
President and Chief Executive Officer

JMB: trv

Attachments: Resolutions (2)

RESOLUTION NO. []

WHEREAS, Omaha Public Power District (the “District”) is currently evaluating its financing options and opportunities to refund a portion of its outstanding Electric System Revenue Bonds and outstanding Electric System Subordinated Revenue Bonds to achieve debt service savings and/or to finance or refinance capital expenditures of the District and related financing costs; and

WHEREAS, Management has recommended that the Board of Directors of the District authorize Management to enter into one or more agreements with a group of national and local investment bankers to monitor debt markets and interest rate levels and, if conditions permit, to make offers to purchase the District’s bonds on a negotiated basis; and

WHEREAS, in recognition of the foregoing, by Resolution No. [] adopted on April 20, 2023, the Board of Directors created and authorized the issuance of one or more series of Electric System Revenue Bonds in an aggregate principal amount not to exceed \$730 million (collectively, the “Authorized Bonds”), the proceeds of which will be used for valid corporate purposes of the District, including refinancing outstanding indebtedness of the District, paying or reimbursing capital expenditures, funding any required reserves and paying costs and expenses relating thereto; and

WHEREAS, the determination of the final terms of each series of the Authorized Bonds, including interest rates, principal amounts, maturity and sinking fund installment dates, optional redemption provisions and series names and letter designations shall be as set forth in one or more Pricing Certificates executed by the Vice President and Chief Financial Officer of the District or the President and Chief Executive Officer of the District and delivered to the Treasurer or, in the absence of the Treasurer, the Chair, of this Board.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District as follows:

That Management is hereby authorized, in consultation with the District’s financial advisor (currently Barclays Capital Inc.), to negotiate, execute and deliver one or more investment banking agreements with one or more groups of local and national investment banks (the “Underwriters”) for the Authorized Bonds.

That the Board hereby authorizes and directs the Vice President and Chief Financial Officer and/or the President and Chief Executive Officer of the District (a) to review offers made to the District by the Underwriters from time to time to purchase the Authorized Bonds and, after consultation with the District’s financial advisor, to select the offer or offers which the Vice President and Chief Financial Officer and/or the President and Chief Executive Officer deem(s) to be in the best interest of the District, (b) to execute and deliver one or more Pricing Certificates as provided in Resolution No. [] evidencing the terms of such offers, and (c) to execute and deliver, with respect to each accepted offer, a Bond Purchase Agreement for the sale of such Authorized Bonds in substantially the form attached hereto as Exhibit A and otherwise consistent with the terms of the Authorized Bonds set forth in Resolution No. [], the applicable Pricing Certificate and the selected offer of the Underwriters; and that the Board further authorizes and

directs the Secretary or any Assistant Secretary of the District to affix the seal of the District to each such Bond Purchase Agreement and to attest the same and all of the officers and employees of the District to carry out or cause to be carried out all the obligations of the District under each Bond Purchase Agreement. Such authority to execute and deliver Bond Purchase Agreements shall extend to and include December 31, 2023. Prior to execution and delivery of a Bond Purchase Agreement pursuant hereto, the Vice President and Chief Financial Officer and/or the President and Chief Executive Officer shall report to the Treasurer of this Board no less frequently than once each calendar quarter as to any offers received or expected to be received from the Underwriters to purchase the Authorized Bonds.

The Board hereby authorizes and approves the use of the Preliminary Official Statement in substantially the form presented to the Board in connection with this Resolution No. [_____] (together with such further modifications, updates and amendments as, in the judgment of the Vice President and Chief Financial Officer and/or the President and Chief Executive Officer of the District, are necessary or appropriate for use in connection with the offering and sale of the Authorized Bonds), and one or more Official Statements (in substantially the form of the Preliminary Official Statement, as modified) completed to reflect the terms of the applicable Authorized Bonds as set forth in the relevant Pricing Certificate, the information contained therein and the documents and material referred to in the applicable Bond Purchase Agreement to be used in connection with the public offering and sale of the Authorized Bonds, and directs the Chair or Vice Chair or Vice President and Chief Financial Officer or the President and Chief Executive Officer to express such approval and the District's approval of any additional revisions to the Official Statement by executing and delivering the Official Statement to the Underwriters as required by the applicable Bond Purchase Agreement.

That the officers of the District are hereby authorized and directed, jointly and severally, for and in the name of and on behalf of the District, to do any and all things and take any and all actions and execute and deliver any and all certificates and documents which they, or any of them, may deem necessary or appropriate in order to consummate the issuance and delivery of the Authorized Bonds in accordance with this Resolution and resolutions theretofore approved by the Board.

That the Board hereby authorizes and directs the Treasurer, Assistant Treasurers and Treasury Agents to invest the proceeds received by the District from the sale of the Authorized Bonds as in their discretion they deem to be in the best interest of the District, such investment to be in such securities as are authorized by Resolution No. 1788, as amended, and State of Nebraska statutes, and to invest and reinvest such proceeds and additional moneys available in such funds from time to time.

That Management is authorized to incur such expenses as may be required in connection with the preparation of the documents referenced herein and with the marketing, issuance and sale of the Authorized Bonds.

[Remainder of Page Intentionally Left Blank]

I hereby certify that the foregoing is a true and correct copy of Resolution No. [] adopted by the Board of Directors of the Omaha Public Power District at a meeting held on April 20, 2023.

Jeffrey M. Bishop
Vice President and Chief Financial Officer
Assistant Treasurer and Assistant Secretary
Omaha Public Power District

EXHIBIT A
FORM OF BOND PURCHASE AGREEMENT

OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
[\$AMOUNT] Electric System Revenue Bonds, 2023 Series []

BOND PURCHASE AGREEMENT

[DATE]

Omaha Public Power District
444 South 16th Street Mall
Omaha, NE 68102-2247

Dear Members of the Board of Directors:

The undersigned (“Underwriters”) offer to enter into the following agreement with the Omaha Public Power District (hereinafter called the “District”) which, upon the District’s acceptance of this offer, will be binding upon the District and upon the Underwriters. This offer is made subject to the District’s written acceptance hereof by execution and delivery of this Bond Purchase Agreement (“Bond Purchase Agreement”) on [DATE], and, if not so accepted, will be subject to withdrawal by the Underwriters upon written notice delivered to the District at any time prior to the acceptance hereof by the District.

The District has appointed [SENIOR MANAGERS], as Senior Managers (collectively, the “Senior Managers”) and has appointed [CO-MANAGERS], as Co-Managers. The Senior Managers are authorized to act on behalf of the Underwriters with respect to all matters covered by this Bond Purchase Agreement. All actions which may be taken by the Underwriters hereunder may be taken by the Senior Managers, collectively, without any action by any Co-Manager. All actions which may be taken by the Senior Managers may be taken by [SENIOR MANAGER] alone.

1. **Purchase and Sale.** Upon the terms and conditions and upon the basis of the representations, warranties and agreements set forth herein, the Underwriters, jointly and severally, hereby agree to purchase from the District, and the District hereby agrees to sell and deliver to the Underwriters, \$[AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, 2023 Series [] (the “Bonds”). The Bonds shall be dated their date of issue and shall have the maturities, bear interest at the rates per annum and shall be subject to redemption prior to their respective stated maturities as described in Schedule I attached hereto and the Official Statement (hereinafter defined), such interest being payable semiannually on February 1 and August 1 in each year, commencing [DATE]. The aggregate purchase price for the Bonds shall be \$[AMOUNT] (aggregate principal amount of \$[AMOUNT] plus/minus net original issue premium/discount of \$[AMOUNT] less \$[AMOUNT] in underwriting fees and expenses) which amounts shall be payable by wire transfer of federal funds to or at the direction of the District. In addition, such aggregate purchase price for the Bonds shall also include interest accrued, if any, on the Bonds from the dated date of the Bonds to the date of the payment for and delivery of the Bonds pursuant to Section 7 hereof (such payment and delivery and the other actions contemplated hereby to take place at the time of such payment and delivery being herein sometimes called the

“Closing”). The Preliminary Official Statement of the District, dated [DATE], including the cover page, inside cover pages, and Appendices thereto, relating to the Bonds (the “Preliminary Official Statement”), as amended to conform to the terms of this Bond Purchase Agreement and to reflect the offering terms of the Bonds, is hereinafter called the “Official Statement.” The District shall deliver to each Underwriter at the earlier of the Closing or the time required by Section 5 hereof one copy of the Official Statement signed on behalf of the District by the Chair or Vice Chair of the Board of Directors, the President and Chief Executive Officer, or the Vice President and Chief Financial Officer of the District.

2. **The Bonds.** The Bonds shall be as described in, and shall be issued and secured under the provisions of, Resolution No. 1788 of the District adopted January 20, 1972, as amended by Resolution No. 5432 of the District adopted April 14, 2005, as further amended by Resolution No. 5882 of the District adopted on October 13, 2011, and as supplemented by Resolution No. [] of the District adopted on April 20, 2023, authorizing the Bonds (collectively, together with the applicable Pricing Certificate delivered pursuant to Resolution No. [], the “Resolutions”). The Bonds will be payable on a parity with \$[AMOUNT] principal amount of other Electric System Revenue Bonds to be outstanding after the issuance of the Bonds (“Outstanding Bonds”). The Bonds shall be subject to optional redemption and mandatory sinking fund redemption as set forth in the Official Statement.

3. **Use of Documents.** The District hereby authorizes the use by the Underwriters of the Resolutions and the Official Statement (including any supplements or amendments thereto) and the information therein contained in connection with the public offering and sale of the Bonds. The District shall deliver to the Underwriters, at the time of or prior to the District’s acceptance of this Bond Purchase Agreement, one certified copy of the Resolutions and Resolution No. [] of the District authorizing the awarding of the Bonds to the Underwriters. The District will provide to the Underwriters such additional copies of the Resolutions as the Underwriters may reasonably request. In addition, the District agrees to provide the Underwriters access during normal business hours of the District to all other supplements and amendments to the Resolutions.

The District hereby consents to and ratifies the use by the Underwriters prior to the date hereof of the District’s Preliminary Official Statement. The District hereby certifies, ratifies and confirms that it has deemed the Preliminary Official Statement to be “final” as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”), except for the omission of such information as is permitted by Rule 15c2-12.

4. **Offering.** It shall be a condition to the District’s obligations to sell and to deliver the Bonds to the Underwriters and to the Underwriters’ obligations to purchase, to accept delivery of and to pay for the Bonds that the entire \$[AMOUNT] principal amount of the Bonds shall be issued, sold and delivered by the District and purchased, accepted and paid for by the Underwriters at the Closing. The Underwriters agree to make a public offering of all of the Bonds, at prices not in excess of the initial public offering prices or yields set forth on the inside cover pages of the Official Statement, plus interest accrued, if any, thereon from the date of the Bonds. Subject to the foregoing, the Bonds may be offered and sold at an original issue discount or premium to certain dealers (including the Underwriters and other dealers depositing such Bonds into investment trusts) at prices lower than such public offering prices, and such public offering prices may be changed (but in all cases subject to the provisions of Section 11 hereof).

5. **Official Statement.** The District agrees to provide to the Underwriters within seven business days after the date of execution of this Bond Purchase Agreement sufficient copies of the Official Statement to enable the Underwriters to comply with the requirements of Rule 15c2-12 and with the requirements of the Municipal Securities Rulemaking Board (“MSRB”). The District shall prepare, or have prepared, the Official Statement, including any amendments thereto, in electronic word-searchable PDF format and shall provide such electronic copy to the Underwriters no later than one (1) business day prior to the Closing to enable the Underwriters to comply with MSRB Rule G-32. The Underwriters agree to submit copies of the Official Statement to the MSRB in accordance with the provisions of Rule 15c2-12.

6. **Representations, Warranties and Agreements.** The District hereby represents, warrants and agrees as follows:

(a) The District is a public corporation and a political subdivision of the State of Nebraska (“State”) duly created and validly existing pursuant to Chapter 70, Article 6, Reissue Revised Statutes of 1943 of the State of Nebraska, as amended (“Act”);

(b) The District has full legal right, power and authority (i) to enter into this Bond Purchase Agreement, (ii) to adopt the Resolutions, (iii) to sell, issue and deliver the Bonds to the Underwriters as provided herein, (iv) to operate its electric utilities system (“Electric System”) and to conduct the business thereof as set forth in and contemplated by the Official Statement, and (v) to carry out and consummate the transactions contemplated by this Bond Purchase Agreement, the Resolutions and the Official Statement; and the District has complied, and will at the Closing be in compliance in all respects, with the terms of the Act and with the obligations in connection with the issuance of the Bonds on its part contained in the Resolutions, the Bonds and this Bond Purchase Agreement;

(c) By all necessary official action, the District has duly adopted the Resolutions, has duly authorized and approved the Preliminary Official Statement and the Official Statement, has duly authorized and approved the execution and delivery of, and the performance by the District of the obligations in connection with the issuance of the Bonds on its part contained in, the Bonds, the Resolutions and this Bond Purchase Agreement and the consummation by it of all other transactions contemplated by this Bond Purchase Agreement and in connection with the issuance of the Bonds; the Resolutions and this Bond Purchase Agreement constitute the legal, valid and binding obligations of the District, enforceable in accordance with their respective terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors’ rights generally and subject, as to enforceability, to general principles of equity; and the Bonds, when issued, authenticated and delivered to the Underwriters in accordance with the Resolutions and this Bond Purchase Agreement, will constitute legal, valid and binding obligations of the District, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors’ rights generally and subject, as to enforceability, to general principles of equity;

(d) The District is not in breach of or default under any applicable constitutional provision, law or administrative regulation of the State or the United States or any applicable judgment or decree or any loan agreement, indenture, bond, note, resolution,

material agreement or other material instrument to which the District is a party or to which the District or any of its property or assets is otherwise subject, and no event has occurred and is continuing which with the passage of time or the giving of notice, or both, would constitute a default or event of default under any such instrument; and the execution and delivery of the Bonds and this Bond Purchase Agreement and the adoption of the Resolutions, and compliance with the provisions on the District's part contained therein, will not conflict with or constitute a breach of or default under any constitutional provision, law, administrative regulation, judgment, decree, loan agreement, indenture, bond, note, resolution, material agreement or other material instrument to which the District is a party or to which the District or any of its property or assets is otherwise subject, nor will any such execution, delivery, adoption or compliance result in the creation or imposition of any lien, charge or other security interest or encumbrance of any nature whatsoever upon any of the property or assets of the District or under the terms of any such law, regulation or instrument, except as provided by the Bonds and the Resolutions;

(e) All authorizations, approvals, licenses, permits, consents and orders of any governmental authority, legislative body, board, agency or commission having jurisdiction of the matters which are required for the due authorization of, which would constitute a condition precedent to or the absence of which would materially adversely affect the due performance by the District of its obligations in connection with the issuance and sale of the Bonds in accordance with and under this Bond Purchase Agreement and the Resolutions will be obtained prior to the date of Closing, except for such approvals, consents and orders as may be required under the Blue Sky or securities laws of any state in connection with the offering and sale of the Bonds and except as described in or contemplated by the Preliminary Official Statement and the Official Statement;

(f) The Bonds conform to the descriptions thereof contained in the Preliminary Official Statement (exclusive of omissions permitted by Rule 15c2-12) and the Official Statement under the caption "DESCRIPTION OF THE 2023 BONDS" and the Resolutions conform to the summaries thereof contained in the Preliminary Official Statement and the Official Statement under the captions "SECURITY FOR THE 2023 BONDS" and "SUMMARY OF CERTAIN PROVISIONS OF RESOLUTION NO. 1788";

(g) The Bonds, when issued, authenticated and delivered in accordance with the Resolutions and sold to the Underwriters as provided herein, will be validly issued and outstanding obligations of the District, entitled to the benefits of the Resolutions and upon such issuance, authentication and delivery the Resolutions will provide, for the benefit of the owners from time to time of the Bonds, a legally valid and binding pledge of and security interest in the Revenues (as defined in the Resolutions) of the Electric System and other moneys pledged in the Resolutions to the payment of the Bonds, subject only to the charge on the Revenues of the Electric System for the payment of operations and maintenance expenses of the Electric System;

(h) Between the date of this Bond Purchase Agreement and the date of the Closing, the District will not, without the prior written consent of the Underwriters, which consent shall not unreasonably be withheld, offer or issue any Electric System Revenue Bonds, or incur any material liabilities, direct or contingent, nor will there be any adverse

change of a material nature in the financial position, results of operations or condition, financial or otherwise, of the District, in either case other than (i) as contemplated by the Preliminary Official Statement and the Official Statement (including but not limited to issuance of the District's Commercial Paper) or (ii) in the ordinary course of its business;

(i) As of the date hereof, there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, government agency, public board or body, pending against the District or, to the best knowledge of the District, threatened against the District, affecting the corporate existence of the District or the titles of its officers and directors to their respective offices, or affecting or seeking to prohibit, restrain or enjoin the sale, issuance or delivery of the Bonds or the collection of the Revenues and other moneys pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge of and security interest in the Revenues and other moneys pursuant to the Resolutions, or contesting or affecting as to the District the validity or enforceability of the Act, the Bonds, the Resolutions or this Bond Purchase Agreement or contesting the tax-exempt status of interest on the Bonds or contesting the completeness or accuracy of the Preliminary Official Statement or the Official Statement or any supplement or amendment thereto, or contesting powers of the District or any authority for the issuance of the Bonds, the adoption of the Resolutions, or the execution and delivery by the District of this Bond Purchase Agreement, nor, to the best knowledge of the District, is there any basis for any such action, suit, proceeding, inquiry or investigation, wherein an unfavorable decision, ruling or finding would materially adversely affect the validity or enforceability of the Act or the authorization, execution, delivery or performance by the District of the Bonds, the Resolutions or this Bond Purchase Agreement;

(j) The District will furnish such information, execute such instruments and take such other action in cooperation with the Underwriters as the Underwriters may reasonably request in order (i) to qualify the Bonds for offer and sale under the Blue Sky or other securities laws and regulations of such states and other jurisdictions of the United States as the Underwriters may designate and (ii) to determine the eligibility of the Bonds for investment under the laws of such states and other jurisdictions as the Underwriters may designate and will use its best efforts to continue such qualifications in effect so long as required for the distribution of the Bonds; provided, however, that the District shall not be required to execute a general or special consent to service of process or qualify to do business in connection with any such qualification or determination in any jurisdiction;

(k) As of the date thereof, except for portions intentionally left blank, the Preliminary Official Statement did not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(l) At the time of the District's acceptance hereof and (unless an event occurs of the nature described in paragraph (n) of this Section 6) at all times subsequent thereto up to and including the date of the Closing, the Official Statement does not and will not contain any untrue statement of a material fact or omit to state a material fact necessary to

make the statements therein, in the light of the circumstances under which they were made, not misleading;

(m) If the Official Statement is supplemented or amended pursuant to paragraph (n) of this Section 6, at the time of each supplement or amendment thereto and (unless subsequently again supplemented or amended pursuant to such paragraph) at all times subsequent thereto up to and including the date of the Closing, the Official Statement as so supplemented or amended will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(n) If between the date of this Bond Purchase Agreement and until twenty-five (25) days after the end of the underwriting period as that term is defined by Rule 15c2-12, any event shall occur which might or would cause the Official Statement, as then supplemented or amended, to contain any untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, the District shall notify the Underwriters thereof, and if in the opinion of the Underwriters such event requires the preparation and publication of a supplement or amendment to the Official Statement, the District will at its expense supplement or amend the Official Statement in a form and in a manner approved by the Underwriters;

(o) The District maintains disclosure controls and procedures designed to ensure that material information relating to the District is made known to the District's management by other District employees; and the District believes that such disclosure controls and procedures are effective;

(p) The District will apply the proceeds of the Bonds in accordance with the Resolutions;

(q) Any certificate signed by the Chair or Vice Chair of the Board of Directors of the District, the President and Chief Executive Officer, the Vice President and Chief Financial Officer or Secretary or Assistant Secretary of the District shall be deemed a representation and warranty by the District to the Underwriters as to the statements made therein; and

(r) During the past five years, the District has complied in all material respects with all continuing disclosure undertakings of the District in accordance with Rule 15c2-12. In order to assist the Underwriters in complying with Rule 15c2-12, the District will undertake, pursuant to the continuing disclosure undertaking contained in Resolution No. [____], to provide annual financial information and notices of the occurrence of specified events. A description of the District's continuing disclosure undertaking is set forth in, and the form of such undertaking is attached as an appendix to, the Preliminary Official Statement and the Official Statement.

7. **Closing.** At [TIME], Omaha time, on [DATE] or on such later date as may be mutually agreed upon by the District and the Underwriters ("Closing"), the District will, subject

to the terms and conditions hereof, deliver, or cause to be delivered to the Underwriters, the Bonds in definitive form. Such delivery shall be made by delivery of typewritten certificates, duly executed by the District to The Depository Trust Company, New York, New York (“DTC”) in the manner set forth below, or at such other place as shall have been mutually agreed upon by the District and the Underwriters, together with the other documents hereinafter mentioned. Subject to the terms and conditions hereof, the Underwriters will accept such delivery and pay the purchase price of the Bonds as set forth in Section 1 hereof by delivering to the District a wire transfer in federal funds to the order of the District, in the amount of such purchase price. The Bonds will be delivered to The Bank of New York Mellon Trust Company, N. A., New York, New York, as agent of DTC under DTC’s FAST Program in definitive, fully registered form in authorized denominations and registered in the name of Cede & Co., as nominee for DTC, at least one business day prior to the Closing and will be made available to the Underwriters in Omaha, Nebraska for checking not less than one business day prior to the Closing. The Closing aforesaid shall be at the offices of the District in Omaha, Nebraska, or such other place as shall have been mutually agreed upon by the District and the Underwriters.

8. **Closing Conditions.** The Underwriters have entered into this Bond Purchase Agreement in reliance upon the representations and warranties of the District contained herein, and in reliance upon the representations and warranties to be contained in the documents and instruments to be delivered at the Closing and upon the performance by the District of its respective obligations hereunder, both as of the date hereof and as of the date of the Closing. Accordingly, the Underwriters’ obligations under this Bond Purchase Agreement to purchase, to accept delivery of and to pay for the Bonds shall be conditioned upon the performance by the District of its obligations to be performed hereunder and under such documents and instruments at or prior to the Closing and shall also be subject to the following additional conditions:

(a) The representations and warranties of the District contained herein shall be true, complete and correct on the date hereof and on and as of the date of the Closing, as if made on the date of the Closing;

(b) At the time of the Closing, the Resolutions shall be in full force and effect in accordance with their terms and shall not have been amended, modified or supplemented, and the Official Statement shall not have been supplemented or amended, except in any such case as may have been agreed to by the Underwriters;

(c) At the time of the Closing, all official action of the District relating to this Bond Purchase Agreement, the Bonds and the Resolutions shall be in full force and effect in accordance with their respective terms and shall not have been amended, modified or supplemented after the date hereof in any material respect;

(d) At or prior to the Closing, the Underwriters shall have received copies of each of the following documents:

(i) The Official Statement and each supplement or amendment, if any, thereto, executed on behalf of the District by the Chair or Vice Chair of the Board of Directors, the President and Chief Executive Officer or the Vice President and Chief Financial Officer of the District; Resolution Nos. 1788, 5432, 5882, [____]

and [____]; and any Pricing Certificate issued pursuant to Resolution No. [____] certified by the Secretary or an Assistant Secretary of the District under its seal as having been duly adopted by the District and as being in effect, with such supplements or amendments as may have been agreed to by the Underwriters;

(ii) An opinion, dated the date of the Closing and addressed to the District, of Kutak Rock LLP, Omaha, Nebraska, Bond Counsel to the District, in substantially the form included in the Official Statement as Appendix C, together with a letter of such counsel, dated the date of the Closing and addressed to the Underwriters, to the effect that the foregoing opinion addressed to the District may be relied upon by the Underwriters to the same extent as if such opinion were addressed to the Underwriters;

(iii) An opinion, dated the date of the Closing and addressed to the Underwriters, of Fraser Stryker PC LLO, Omaha, Nebraska, General Counsel to the District, in substantially the form attached hereto as Exhibit A;

(iv) A certificate, dated the date of the Closing, signed by the Chair or Vice Chair of the Board of Directors, the President and Chief Executive Officer, or the Vice President and Chief Financial Officer of the District in substantially the form attached hereto as Exhibit B;

(v) Evidence satisfactory to the Underwriters that Moody's Investors Service and S&P Global Ratings have rated the Bonds "[RATING]" and "[RATING]," respectively;

(vi) An executed copy of the Blanket Issuer Letter of Representations between the District and DTC;

(vii) One transcript of all proceedings of the Board of Directors of the District relating to the authorization and issuance of the Bonds certified by the Secretary or an Assistant Secretary of the District;

(viii) [An executed Escrow Deposit Agreement (the "Escrow Deposit Agreement") relating to the defeasance of the relevant maturities (or portions of maturities) of the [REFUNDED BONDS] (the "Defeased Bonds")];

(ix) [A defeasance opinion relating to the Defeased Bonds of Kutak Rock LLP, as Bond Counsel, in form and substance satisfactory to the District and the Underwriters];

(x) An opinion of [UNDERWRITERS' COUNSEL], in its capacity as Counsel to the Underwriters, in substantially the form attached hereto as Exhibit C;

(xi) A supplemental opinion of Kutak Rock LLP, as Bond Counsel, in substantially the form attached here to as Exhibit D; and

(xii) Such additional legal opinions, certificates, instruments and other documents as the Underwriters or [UNDERWRITERS' COUNSEL] may reasonably request to evidence the truth and accuracy, as of the date hereof and as of the date of the Closing, of the District's representations and warranties contained herein and of the statements and information contained in the Official Statement and the due performance or satisfaction by the District on or prior to the date of the Closing of all the agreements then to be performed and conditions then to be satisfied by it, including agreements to be performed and conditions to be satisfied under the Resolutions and the Bonds.

If the District shall be unable to satisfy the conditions to the obligations of the Underwriters to purchase, to accept delivery of and to pay for the Bonds contained in this Bond Purchase Agreement, or if the obligations of the Underwriters to purchase, to accept delivery of and to pay for the Bonds shall be terminated for any reason permitted by this Bond Purchase Agreement, this Bond Purchase Agreement shall terminate and neither the Underwriters nor the District shall be under any further obligation hereunder, except that the respective obligations of the District and the Underwriters set forth in Section 10 hereof shall continue in full force and effect.

9. **Termination.** The Underwriters shall have the right to terminate the Underwriters' obligations under this Bond Purchase Agreement to purchase, to accept delivery of and to pay for the Bonds by notifying the District of their election to do so if, after the execution hereof and prior to the Closing, any of the following events occur: (a) the marketability of the Bonds or the market price thereof has been materially adversely affected by an amendment to the Constitution of the United States; or by any legislation (i) enacted by the Congress of the United States, (ii) recommended to the Congress, or otherwise endorsed for passage, by press release, other form of notice or otherwise by the President of the United States, or the Chair or ranking minority member of the Committee on Finance of the United States Senate or the Committee on Ways and Means of the United States House of Representatives, (iii) proposed for consideration by either such Committee by any member thereof or presented as an option for consideration by either such Committee by the staff of such Committee or by the staff of the Joint Committee on Taxation of the United States Congress, (iv) introduced in either House of Congress, (v) adopted by either House of the Congress or favorably reported for passage to either House of the Congress by any Committee of such House to which such legislation has been referred for consideration; or by any decision of the Tax Court of the United States or any court of the United States; or by any ruling or regulation (final, temporary or proposed) or official statement by or on behalf of the Treasury Department of the United States, the Internal Revenue Service or any other governmental agency or authority of the United States, which shall be made with respect to federal taxation of revenues or other income of the general character expected to be derived by the District, its property or income, or which would have the effect of changing, directly or indirectly, the federal income tax consequences of receipt of interest on securities of the general character of the Bonds in the hands of the owners thereof; (b) the United States shall have become engaged in hostilities which have resulted in declaration of war or a national emergency; (c) the New York Stock Exchange or other national securities exchange, or any governmental authority, shall impose, as to the Bonds, any material restrictions not now in force, or increase materially those now in force or being enforced, or materially increase restrictions now in force with respect to the extension of credit by or the charge to the net capital requirements of underwriters or broker-dealers; (d) there shall be in force a general suspension of trading on the New York Stock Exchange as a result of an event affecting

the national economy; (e) there shall have occurred the declaration of a general banking moratorium by any authority of the United States or the States of New York or Nebraska; (f) legislation shall be enacted or action shall be taken by, or on behalf of, the Securities and Exchange Commission that, in the opinion of Kutak Rock LLP, as Bond Counsel, Underwriters' Counsel or the Underwriters, has the effect of requiring the contemplated distribution of the Bonds to be registered under the Securities Act of 1933, as amended, or the Resolutions to be qualified under the Trust Indenture Act of 1939, as amended; (g) any rating of any securities issued by the District, including the Bonds, shall have been downgraded or withdrawn by Moody's Investors Service or S&P Global Ratings (for reasons other than a decline in the credit rating of any third party insurer or guarantor or credit provider with respect thereto) and such action, in the opinion of the Underwriters, materially affects the market for the Bonds; (h) any legislation is enacted by the State of Nebraska or any decision is announced by any court in the State of Nebraska which would have the effect of materially changing the State of Nebraska income tax consequences of receipt of interest on securities of the general character of the Bonds in the hands of the owners thereof; or (i) an event described in paragraph (n) of Section 6 hereof shall have occurred which in the opinion of the Underwriters requires the preparation and publication of a supplement or amendment to the Official Statement.

10. Expenses and Indemnification.

(a) The Underwriters shall be under no obligation to pay, and the District shall pay, any expenses incident to the performance of the District's obligations hereunder including, but not limited to: (i) the cost of preparation, printing and delivery of the Resolutions and the Preliminary Official Statement; (ii) the cost of preparation of the Official Statement and any supplements and amendments thereto; (iii) the cost of printing and delivery of a reasonable number of copies of the Official Statement required for distribution and use by the Underwriters in connection with the public offering of the Bonds; (iv) the cost of copying all closing certificates; (v) the cost of preparation of the Bonds; (vi) the fees and disbursements of Kutak Rock LLP, as Bond Counsel to the District and Fraser Stryker PC LLO, General Counsel to the District; (vii) the fees and disbursements of any other engineers, accountants and other experts, consultants or advisors retained by the District; (viii) fees associated with Blue Sky registration and/or approval of the Bonds; (ix) [fees and expenses, if any, of defeasing the Defeased Bonds including, without limitation, fees associated with any required verification report, redemption notice, or defeasance escrow]; (x) costs and expenses associated with the closing of the Bonds and meetings for such purpose, including the costs of meals and other incidental expenses relating thereto and (xi) fees, if any, for bond ratings. To the extent any of such expenses are paid by the Underwriters, the District shall reimburse the Underwriters therefor upon submission to the District of appropriate invoices and documentation or by inclusion of such expenses in the expense component of the Underwriters' discount.

(b) The Underwriters shall pay: (i) all advertising expenses of the Underwriters in connection with the public offering of the Bonds (with the exception of any advertisements relating to the Bonds placed by the District); (ii) expenses associated with informational meetings for prospective purchasers of the Bonds; (iii) the fees and expenses of Forvis LLP for their services as independent certified public accountants for the District

in connection with the preparation and delivery by such accountants of any “comfort,” “consent” or “agreed upon procedures” letter requested by the Underwriters (provided that any such letter requested by the Underwriters will be done in a timely manner and does not delay Closing); (iv) the fees and expenses of [UNDERWRITERS’ COUNSEL] as Underwriters’ Counsel; and (v) all other expenses incurred by them or any of them in connection with the public offering of the Bonds.

(c) The District will, to the extent permitted by law, indemnify and hold harmless the Underwriters, their officers, directors, agents and employees, and each person, if any, who controls any Underwriter within the meaning of the Securities Act of 1933, as amended (the “Securities Act”), or the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”), from and against any and all losses, claims, damages, expenses or liabilities, joint or several, to which they or any of them may become subject, under the Securities Act or the Securities Exchange Act or under any other statute or at common law or otherwise insofar as such losses, claims, damages, expenses or liabilities (or actions in respect thereof) arise out of or are based upon any untrue statement or alleged untrue statement of any material fact contained in the Preliminary Official Statement or the Official Statement, or any amendment or supplement thereto, or arise out of or are based upon the omission or alleged omission to state therein a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, in each case excluding the statements and information under the captions “BOOK-ENTRY SYSTEM,” “UNDERWRITING” and “TAX MATTERS,” and will indemnify and hold harmless each such foregoing indemnified person for any legal or other expenses reasonably incurred by such person in connection with investigating or defending any such loss, claim, damage, expense, liability or action. This indemnity will be in addition to any liability which the District may otherwise have.

(d) The Underwriters will, to the extent permitted by law, indemnify and hold harmless the District, its officers, directors, agents and employees, and each person, if any, who controls the District within the meaning of the Securities Act or the Securities Exchange Act from and against any and all losses, claims, damages, expenses or liabilities, joint or several, to which they or any of them may become subject under the Securities Act or the Securities Exchange Act or under any other statute or at common law or otherwise insofar as such losses, claims, damages, expenses or liabilities (or actions in respect thereof) arise out of or are based upon any untrue statement or alleged untrue statement of any material fact contained in the Preliminary Official Statement or the Official Statement, or any amendment or supplement thereto, or arise out of or are based upon the omission or alleged omission to state therein a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, in each case to the extent, but only to the extent, that such statements are under the caption “UNDERWRITING,” and will indemnify and hold harmless each such foregoing indemnified person for any legal or other expenses reasonably incurred by such person in connection with investigating or defending any such loss, claim, damage, expense, liability or action. This indemnity will be in addition to any liability which the Underwriters may otherwise have.

(e) Within 30 days after receipt by an indemnified person under this Section 10 of written notice of a claim that the Preliminary Official Statement or the Official Statement contains any untrue statement or alleged untrue statement of any material fact or the omission or alleged omission to state therein a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading (a “Claim”), such indemnified person will, if a claim in respect of the Claim may be made against the indemnifying party under this Section 10, notify the indemnifying party of the Claim thereof, but the omission so to notify the indemnifying party will not relieve the indemnifying party from any liability which it may have to any indemnified person otherwise than under this Section 10. In case any action is commenced against any indemnified person as a result of a Claim and such person notifies the indemnifying party of the commencement thereof, the indemnifying party will be entitled to participate therein with counsel satisfactory to such indemnified party. No indemnifying party shall, without the written consent of the indemnified party, effect the settlement or compromise of, or consent to the entry of any judgment with respect to, any pending or threatened action or claim in respect of which indemnification or contribution may be sought hereunder (whether or not the indemnified party is an actual or potential party to such action or claim) unless such settlement, compromise or judgment (i) includes an unconditional release of the indemnified party from all liability arising out of such action or claim and (ii) does not include a statement as to, or an admission of, fault, culpability or a failure to act, by or on behalf of any indemnified party. After written notice from the indemnifying party to such indemnified person of its assumption of the Claim and the defense thereof, and if the indemnified person is satisfied, in its sole discretion, that the indemnifying party has the financial ability to so assume the Claim, the indemnifying party will not be liable to such indemnified person under this Section 10 for any legal or other expenses subsequently incurred by such indemnified person in connection with the defense thereof, other than reasonable costs of investigation.

11. Establishment of Issue Price.

(a) The Senior Managers, on behalf of the Underwriters, agree to assist the District in establishing the issue price of the Bonds and shall execute and deliver to the District at Closing an “issue price” or similar certificate, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as Exhibit E, with such modifications as may be appropriate or necessary, in the reasonable judgment of the Senior Managers, the District and Bond Counsel, to accurately reflect, as applicable, the sales price or prices or the initial offering price or prices to the public of the Bonds.

(b) Except as otherwise set forth in Schedule I attached hereto, the District will treat the first price at which 10% of each maturity of the Bonds (the “10% test”) is sold to the public as the issue price of that maturity. At or promptly after the execution of this Bond Purchase Agreement, the Senior Managers shall report to the District the price or prices at which the Underwriters have sold to the public each maturity of Bonds. If at that time the 10% test has not been satisfied as to any maturity of the Bonds, the parties agree that the “hold-the-offering-price rule” (as described below) will be applied to that maturity. For purposes of this Section, if Bonds mature on the same date but have different interest

rates, each separate CUSIP number within that maturity will be treated as a separate maturity of the Bonds.

(c) The Senior Managers confirm that the Underwriters have offered the Bonds to the public on or before the date of this Bond Purchase Agreement at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in Schedule I attached hereto, except as otherwise set forth therein. Schedule I also sets forth, as of the date of this Bond Purchase Agreement, the maturities, if any, of the Bonds for which the 10% test has not been satisfied and for which the District and the Senior Managers, on behalf of the Underwriters, agree that the restrictions set forth in the next sentence shall apply, which will allow the District to treat the initial offering price to the public of each such maturity as of the sale date as the issue price of that maturity (the “hold-the-offering-price rule”). So long as the hold-the-offering-price rule remains applicable to any maturity of the Bonds, the Underwriters will neither offer nor sell unsold Bonds of that maturity to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

(i) the close of the fifth (5th) business day after the sale date; or

(ii) the date on which the Underwriters have sold at least 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public.

The Senior Managers will advise the District promptly after the close of the fifth (5th) business day after the sale date whether the Underwriters have sold 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public.

(d) The Senior Managers confirm:

(i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the Senior Managers are a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each Underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable;

(A) (i) to report the prices at which it sells to the public the unsold Bonds of each maturity allocated to it, whether or not the Closing Date has occurred, until either all Bonds of that maturity allocated to it have been sold or it is notified by the Senior Managers that the 10% test has been satisfied as to the Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the Senior Managers, and (ii) to comply with the hold-the-offering-

price rule, if applicable, if and for so long as directed by the Senior Managers and as set forth in the related pricing wires;

(B) to promptly notify the Senior Managers of any sales of Bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the Bonds to the public (each such term being used as defined below); and

(C) to acknowledge that, unless otherwise advised by the Underwriter, dealer or broker-dealer, the Senior Managers shall assume that each order submitted by the Underwriter, dealer or broker-dealer is a sale to the public.

(ii) any agreement among Senior Managers, underwriters or selling group agreement relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each Underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold Bonds of each maturity allocated to it, whether or not the Closing Date has occurred, until either all Bonds of that maturity allocated to it have been sold or it is notified by the Senior Managers or such Underwriter or dealer that the 10% test has been satisfied as to the Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the Senior Managers or such Underwriter or dealer, and (B) comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the Senior Managers or the Underwriter or the dealer and as set forth in the related pricing wires.

(e) The District acknowledges that, in making the representations set forth in this section, the Senior Managers will rely on (i) the agreement of each Underwriter to comply with the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an Underwriter or dealer who is a member of the selling group is a party to a third-party distribution agreement that was employed in connection with the initial sale of the Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule,

if applicable to the Bonds, as set forth in the third-party distribution agreement and the related pricing wires. The District further acknowledges that each Underwriter shall be solely liable for its failure to comply with its agreement regarding the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds, and that no Underwriter shall be liable for the failure of any other Underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement, to comply with its corresponding agreement.

(f) The Underwriters acknowledge that sales of any Bonds to any person that is a related party to an underwriter participating in the initial sale of the Bonds to the public (each such term being used as defined below) shall not constitute sales to the public for purposes of this section. Further, for purposes of this section:

(i) “public” means any person other than an underwriter or a related party,

(ii) “underwriter” means (A) any person that agrees pursuant to a written contract with the District (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the public),

(iii) a purchaser of any of the Securities is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

(iv) “sale date” means the date of execution of this Bond Purchase Agreement by all parties.

12. **Notices.** Any notice or other communication to be given to the District under this Bond Purchase Agreement may be given by delivering the same in writing to the District’s address set forth above, and any notice or other communication to be given to the Underwriters under this Bond Purchase Agreement may be given by delivering the same in writing to: [ADDRESS].

13. **Parties in Interest; Survival of Representation, Warranties and Agreements.** This Bond Purchase Agreement is made solely for the benefit of the District and the Underwriters

(including the successors or assigns of any Underwriter) and no other person shall acquire or have any right hereunder or by virtue hereof. All of the District's representations, warranties and agreements contained in this Bond Purchase Agreement shall remain operative and in full force and effect and shall survive delivery of payment for the Bonds hereunder and regardless of any investigations made by or on behalf of any of the Underwriters. The agreements in Sections 3 and 10 hereof shall survive any termination of this Bond Purchase Agreement.

14. **Role of Underwriters.** The District acknowledges and agrees that: (i) the Underwriters are not acting as a municipal advisor within the meaning of Section 15B of the Securities Exchange Act, as amended; (ii) the primary role of the Underwriters, as underwriters, is to purchase securities, for resale to investors, in an arm's length commercial transaction between the District and the Underwriters and the Underwriters have financial and other interests that differ from those of the District; (iii) the Underwriters are acting solely as principals and are not acting as municipal advisors, financial advisors or fiduciaries to the District and have not assumed any advisory or fiduciary responsibility to the District with respect to the transaction contemplated hereby and the discussions, undertakings and procedures leading thereto (irrespective of whether the Underwriters have provided other services or are currently providing other services to the District on other matters); (iv) the only obligations the Underwriters have to the District with respect to the transaction contemplated hereby expressly are set forth in this Bond Purchase Agreement; and (v) the District has consulted its own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent it has deemed appropriate.

15. **Assignment.** This Bond Purchase Agreement may not be assigned without the written consent of all other parties hereto.

16. **Effectiveness.** This Bond Purchase Agreement shall become effective upon the acceptance hereof by the District by virtue of the execution hereof by the President and Chief Executive Officer or the Vice President and Chief Financial Officer of the District and shall be valid and enforceable at the time of such acceptance.

17. **Headings.** The headings of the sections of this Bond Purchase Agreement are inserted for convenience only and shall not be deemed to be a part hereof.

18. **Miscellaneous.** Any certificate or other document required by this Bond Purchase Agreement to be executed by the Chair of the Board of Directors of the District may be executed by the Vice Chair of the Board of Directors of the District; any certificate or other document required by this Bond Purchase Agreement to be executed by the President and Chief Executive Officer of the District may be executed by the Vice President and Chief Financial Officer of the District; and any certificate or other document required by this Bond Purchase Agreement to be executed by the Secretary of the District may be executed by an Assistant Secretary of the District.

[Remainder of Page Intentionally Left Blank]

Very truly yours,

[SENIOR MANAGER],
Senior Manager on behalf of the Underwriters

By _____
[NAME]
[TITLE]

[Signature Page to OPPD 2023 Series [] Bond Purchase Agreement]

Accepted this [] day of [], 2023.

OMAHA PUBLIC POWER DISTRICT

By _____
[Jeffrey M. Bishop
Vice President and Chief Financial Officer]

[SEAL]

Attest:

By _____
Assistant Secretary

[Signature Page to OPPD 2023 Series [] Bond Purchase Agreement]

SCHEDULE I TO THE BOND PURCHASE AGREEMENT

**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[AMOUNT] Electric System Revenue Bonds, 2023 Series []**

Optional Redemption

Bonds maturing on or after [DATE] are subject to optional redemption at the principal amount thereof plus accrued interest on any date on or after [DATE].

**2023 SERIES [] BONDS
AMOUNTS, MATURITIES AND PRICES**

[\$AMOUNT] Serial Bonds

Amount	Maturity (February 1)	Rate	Purchase Price
---------------	----------------------------------	-------------	-----------------------

[\$AMOUNT] Term Bonds due [DATE]; Rate: [RATE]%; Price: [PRICE]%

The 10% test (as defined in Section 11 of the Bond Purchase Agreement) has not been satisfied, as of the date hereof, relative to the following maturities of the 2023 Series [] Bonds:

**EXHIBIT A
TO THE BOND PURCHASE AGREEMENT**

**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[AMOUNT] Electric System Revenue Bonds, 2023 Series []**

[DATE]

[UNDERWRITERS]

As the Underwriters named in the Bond
Purchase Agreement dated [DATE] with
Omaha Public Power District

Board of Directors
Omaha Public Power District
444 South 16th Street Mall
Omaha, Nebraska 68102

c/o [SENIOR MANAGER]
[ADDRESS]

Ladies and Gentlemen:

We are General Counsel to Omaha Public Power District (“District”) and have acted as such in connection with the issuance by the District of \$[AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, 2023 Series [] (the “Bonds”), which the Underwriters have agreed to purchase from the District in accordance with the terms of the Bond Purchase Agreement dated [DATE] between the District and the Underwriters (“Bond Purchase Agreement”).

We have examined such documents and made such other examinations relating to the District as we deemed necessary in connection with this opinion, including an examination of the Constitution and Statutes of the State of Nebraska, particularly Chapter 70, Article 6, Reissue Revised Statutes of 1943 of the State of Nebraska, as amended (“Act”); the proceedings relating to the creation of the District; the Bond Purchase Agreement and the proceedings of the District relating thereto; [the Escrow Deposit Agreement dated [DATE] between the District and The Bank of New York Mellon Trust Company, N.A., as Bond Fund Trustee and Escrow Agent (the “Escrow Deposit Agreement”)]; Resolution No. 1788 adopted by the Board of Directors of the District on January 20, 1972, as amended and supplemented, including specifically as supplemented by Resolution No. [_____] of the District adopted by the Board of Directors of the District on April 20, 2023 (“Resolution”), pursuant to which the Bonds are being issued and the proceedings of the District relating thereto; and Resolution No. [_____] of the District pursuant to which the Bond Purchase Agreement was authorized (“Sale Resolution”).

We have also examined the Preliminary Official Statement, dated [DATE] (the “Preliminary Official Statement”) and the Official Statement, dated [DATE], prepared by the District in connection with the sale of the Bonds (“Official Statement”).

We are of the opinion that:

1. The District is a public corporation and a political subdivision of the State of Nebraska duly created and validly existing under the Act and has full legal right, power and authority to execute and deliver, and to perform its obligations under, the Resolution, the Sale Resolution and the Bond Purchase Agreement [and the Escrow Deposit Agreement].

2. The Bond Purchase Agreement [and the Escrow Deposit Agreement] has been duly authorized, executed and delivered by the District, and constitutes a legal, valid and binding obligation of the District, enforceable against the District in accordance with its terms.

3. The District is not in breach of or default under any applicable constitutional provision, law or administrative regulation of the State of Nebraska or the United States or any applicable judgment or decree or any loan agreement, indenture, bond, note, resolution, material agreement or other material instrument known to us after reasonable inquiry to which the District is a party or to which the District or any of its property or assets is otherwise subject, and no event has occurred and is continuing which with the passage of time or the giving of notice, or both, would constitute a default or event of default under any such instrument; and the execution and delivery of the Bonds and the Bond Purchase Agreement [and the Escrow Deposit Agreement] and the adoption of the Resolution and the Sale Resolution, and compliance with the provisions on the District's part contained therein, do not and will not conflict with or constitute a breach of or default under any constitutional provision, law, administrative regulation, judgment, decree, loan agreement, indenture, bond, note, resolution, material agreement or other material instrument known to us after reasonable inquiry to which the District is a party or to which the District or any of its property or assets is otherwise subject, nor will any such execution, delivery, adoption or compliance result in the creation or imposition of any lien, charge or other security interest or encumbrance of any nature whatsoever upon any of the property or assets of the District or under the terms of any such law, regulation or instrument, except as expressly provided by the Bonds and the Resolution.

4. As of the date hereof there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, government agency, public board or body, pending against the District or, to the best of our knowledge, threatened against the District affecting the corporate existence of the District or the titles of its officers to their respective offices, or affecting or seeking to prohibit, restrain or enjoin the sale, issuance or delivery of the Bonds or the collection of the Revenues (as defined in the Resolution) and other moneys of the District pledged or to be pledged to pay the principal of and interest on the Bonds, or the security interest in the Revenues and other moneys pursuant to the Resolution, or contesting or affecting as to the District the validity or enforceability of the Act, the Bonds, the Resolution, the Sale Resolution or the Bond Purchase Agreement [or the Escrow Deposit Agreement], or contesting the tax-exempt status of interest on the Bonds, or contesting the completeness or accuracy of the Preliminary Official Statement or the Official Statement or any supplement or amendment thereto, or contesting the powers of the District or any authority for the issuance of the Bonds, the adoption of the Resolution or the Sale Resolution or the execution and delivery by the District of the Bond Purchase Agreement [or the Escrow Deposit Agreement], nor,

to the best of our knowledge, is there any basis for any such action, suit, proceeding, inquiry or investigation wherein an unfavorable decision, ruling or finding would materially adversely affect the validity or enforceability of the Act or the authorization, execution, delivery or performance by the District of the Bonds, the Resolution, the Sale Resolution or the Bond Purchase Agreement [or the Escrow Deposit Agreement].

5. The opinions attributed to us in the Official Statement are hereby confirmed.

6. Based upon our participation in preparation of the Preliminary Official Statement and the Official Statement as General Counsel to the District and without having undertaken to determine independently the accuracy, completeness or fairness of the statements contained in the Preliminary Official Statement or the Official Statement, as of the date hereof nothing has come to our attention causing us to believe (a) that the Preliminary Official Statement, as of its date (except for intentionally omitted pricing information), and the Official Statement, as of its date or as of the date hereof, contained or contains any untrue statement of a material fact or omitted or omits to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (except for the financial, statistical and engineering information and projections with respect to the District contained in the Preliminary Official Statement and the Official Statement, and the other financial and statistical data included therein, as to all of which we express no view or belief), or (b) that the Official Statement (as supplemented or amended pursuant to paragraph (n) of Section 6 of the Bond Purchase Agreement, if applicable) as of the date hereof contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (except for the financial, statistical and engineering information, and projections with respect to the District contained in the Official Statement, and the other financial and statistical data included therein, as to all of which we express no view or belief).

Respectively submitted,

[name]
FOR THE FIRM

**EXHIBIT B
TO THE BOND PURCHASE AGREEMENT**

**CERTIFICATE OF THE DISTRICT
CONCERNING BOND PURCHASE AGREEMENT, OFFICIAL STATEMENT,
BOARD ACTION AND OUTSTANDING INDEBTEDNESS**

**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[AMOUNT] Electric System Revenue Bonds, 2023 Series []**

The undersigned hereby certifies in his capacity as Vice President and Chief Financial Officer of the Omaha Public Power District (the “District”) that:

1. The representations and warranties of the District contained in the Bond Purchase Agreement dated [DATE] between the District and the Underwriters named therein (the “Bond Purchase Agreement”) with respect to the sale by the District of \$[AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, 2023 Series [] (the “Bonds”) are true and correct in all material respects on and as of the date of the Closing as if made on the date of the Closing.

2. Other than as set forth in the Official Statement of the District dated [DATE] relating to the sale of the Bonds (the “Official Statement”), no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, government agency, public board or body, is pending against the District or, to the best of my knowledge, threatened against the District, affecting the corporate existence of the District or the titles of its officers to their respective offices, or affecting or seeking to prohibit, restrain or enjoin the sale, issuance or delivery of the Bonds or the collection of the Revenues (as defined in Resolution No. 1788 of the District adopted January 20, 1972, as amended by Resolution No. 5432 of the District adopted April 14, 2005 and as further amended by Resolution No. 5882 of the District adopted October 13, 2011 (together, the “General Resolution”)) and other moneys of the District pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge of and security interest in the Revenues and other moneys pursuant to the General Resolution or any other resolution of the District authorizing the issuance and sale of the Bonds (“Resolutions”), or in any way contesting or affecting as to the District the validity or enforceability of the Act, the Bonds, the Resolutions or the Bond Purchase Agreement [or the Escrow Deposit Agreement (as defined in the Bond Purchase Agreement)], or contesting the tax-exempt status of interest on the Bonds, or contesting the completeness or accuracy of the Preliminary Official Statement dated [DATE] (the “Preliminary Official Statement”) or the Official Statement or any supplement or amendment thereto, or contesting the powers of the District or any authority for the issuance of the Bonds, the adoption of the Resolutions or the execution and delivery by the District of the Bond Purchase Agreement [or the Escrow Deposit Agreement], nor, to the best of my knowledge, is there any basis for any such action, suit, proceeding, inquiry or investigation wherein an unfavorable decision, ruling or finding would materially adversely affect the validity or enforceability of the Act or the authorization,

execution, delivery or performance by the District of the Bonds, the Resolutions or the Bond Purchase Agreement [or the Escrow Deposit Agreement].

3. No event affecting the District has occurred since the date of the Official Statement which should be disclosed in the Official Statement so that the Official Statement will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, and which has not been disclosed in a supplement or amendment to the Official Statement.

4. The District has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied at or prior to the date hereof pursuant to the Bond Purchase Agreement with respect to the issuance of the Bonds.

5. The General Resolution is in full force and effect and has not been rescinded or repealed since the adoption thereof and has been supplemented only by the following Series Resolutions:

Resolution No.	Date of Adoption	Resolution No.	Date of Adoption
2021	November 15, 1973	5167	May 16, 2002
2289	June 25, 1975	5202	October 17, 2002
2359	November 20, 1975	5270	April 17, 2003
2401	March 4, 1976	5433	April 14, 2005
2454	June 17, 1976	5537	May 11, 2006
2576	March 1, 1977	5642	October 11, 2007
2607	April 29, 1977	5728	October 16, 2008
2683	December 12, 1977	5756	February 12, 2009
2700	December 15, 1977	5834	October 14, 2010
3407	January 29, 1985	5847	December 16, 2010
3540	May 15, 1986	5879	September 15, 2011
3834	June 13, 1989	5911	July 12, 2012
4170	April 16, 1992	6017	November 13, 2014
4209	September 17, 1992	6101	February 11, 2016
4271	March 9, 1993	6200	September 14, 2017
4285	April 13, 1993	6255	July 12, 2018
4312	August 30, 1993	6439	June 17, 2021
4644	January 16, 1997	[]	April 20, 2023
4801	September 17, 1998		

The Series Resolutions listed above are in full force and effect and have not been amended, modified, rescinded or repealed except as specifically stated above.

6. Resolution No. [_____] and Resolution No. [_____] , both adopted by the Board of Directors of the District on April 20, 2023, authorizing the issuance, sale and delivery of the Bonds (the “Authorizing Resolutions”), are in full force and effect and have not been varied, modified or rescinded as of the date hereof; a true and correct copy of the Authorizing Resolutions as well as the original minutes of the Board of Directors adopting such Authorizing Resolutions are contained in this Transcript of Proceedings; and no action concerning the issuance, sale and delivery of the Bonds has been taken by the Board of Directors of the District other than the actions included in this Transcript of Proceedings.

7. The Bylaws of the District, now effective, as last amended as of [December 9, 2020], are in the form as attached hereto as Exhibit A.

8. All requisite corporate proceedings have been taken by the District, including appropriate authorization by the Board of Directors of the District and delivery of a Pricing Certificate as required by Resolution No. [_____] , as are required in connection with the execution, issuance and delivery of the Bonds. The Bonds have been duly executed, issued and delivered as of this date in accordance with the General Resolution and the Authorizing Resolutions.

9. No authorization, consent, approval, permit, license, exemption of or filing or registration with any court or governmental department, commission, board, bureau, agency or instrumentality is or will be necessary for the valid execution, delivery and performance by the District of the Bonds or the General Resolution or the Authorizing Resolutions, or the establishment of the pledge for the benefit of the owners of the Bonds of the Revenues, income, receipts, moneys and profits pledged pursuant to the General Resolution.

10. The Preliminary Official Statement and the final Official Statement in connection with the issuance, sale and delivery of Bonds, which are included in the Transcript of Proceedings of which this Certificate is a part, are substantially in the form of the Preliminary Official Statement presented at a meeting of the Board of Directors of the District on [DATE], copies of which were filed in the records of the District, to be completed with the terms of the Bonds and otherwise modified as appropriate, which form of Preliminary Official Statement was ratified and the form of which Official Statement was approved by Resolution No. [_____] of the Board of Directors at such meeting. The undersigned further certifies that a copy of the Preliminary Official Statement and final Official Statement are included in the Transcript of Proceedings of which this Certificate is a part.

11. All meetings of the Board of Directors of the District at which action was taken in connection with the execution, issuance or delivery of the Bonds, as listed below, were open to the public at all times and advance notice of the time and place of each such meeting was duly given as required by law. For each such meeting, a notice with a tentative agenda was mailed or delivered to all members of the Board on the date noted.

Date of Board Meeting	Date of Notice	Approved Resolutions No(s).
April 20, 2023	[DATE]	[_____] and [_____]

12. As of [DATE] the entire outstanding bond and note indebtedness of the District, exclusive of (i) the Bonds, (ii) obligations treated as being no longer outstanding because of defeasance and (iii) obligations which are payable from sources other than the Revenues (as defined in the General Resolution), consists of (a) \$[AMOUNT] aggregate outstanding principal amount of the District's Electric System Revenue Bonds; (b) \$[AMOUNT] aggregate outstanding principal amount of the District's Electric Revenue Notes, CP Series A; and (c) \$[AMOUNT] aggregate outstanding principal amount of the District's Electric System Subordinated Revenue Bonds.

13. All capitalized terms used herein which are not otherwise defined shall have the same meaning as in the Bond Purchase Agreement.

IN WITNESS WHEREOF, this Certificate has been duly executed and sealed with the corporate seal of the District on [DATE].

[SEAL]

[Jeffrey M. Bishop
Vice President and Chief Financial Officer
Omaha Public Power District]

**EXHIBIT C
TO THE BOND PURCHASE AGREEMENT**

[DATE]

To: [SENIOR MANAGERS],
as Senior Managers on behalf of the Underwriters identified
in the Purchase Agreement described below
c/o [SENIOR MANAGER]
[ADDRESS]

We have acted as counsel to the group of underwriters identified in the Purchase Agreement described below (collectively, the “Underwriters”), for whom you are acting as Senior Managers, in connection with the purchase by the Underwriters from the Omaha Public Power District (the “District”) of \$[AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, 2023 Series [] (the “Bonds”), dated as of the date of this letter, pursuant to the Bond Purchase Agreement, dated [DATE] (the “Purchase Agreement”), between the Underwriters and the District. This letter is provided pursuant to Section 8(d)[()] of the Purchase Agreement in connection with the purchase by the Underwriters of the Bonds. Capitalized terms not otherwise defined in this letter are used as defined in the Purchase Agreement.

In accordance with the terms of our engagement, certain of our lawyers reviewed: (a) the Preliminary Official Statement, dated [DATE] (the “Preliminary Official Statement”) and the Official Statement, dated [DATE] (the “Official Statement”), in each case relating to the Bonds, (b) certified copies of (i) Resolution No. 1788 adopted by the District on January 20, 1972, as amended by Resolution No. 5432 adopted by the District on April 14, 2005 and as further amended by Resolution No. 5882 adopted by the District on October 13, 2011, and (ii) Resolution No. [], adopted by the District on April 20, 2023 (collectively, the “Resolutions”); and (c) an executed counterpart of the Purchase Agreement. Those lawyers also participated in discussions with representatives of the Underwriters, representatives of the District, Fraser Stryker PC LLO, as general counsel to the District, Kutak Rock LLP, as bond counsel to the District, Forvis, LLP, independent public accountants for the District, Barclay’s Capital Inc., as financial advisor to the District, and others, regarding those documents, the information contained therein, and related matters. With your permission, no auditor’s consent has been requested and the District’s independent public accountants have not been requested to perform, and have not performed, any procedures relating to the Preliminary Official Statement or the Official Statement.

The purpose of our professional engagement in that regard was not to establish or to confirm factual matters set forth in the Preliminary Official Statement or the Official Statement, and we have not undertaken to verify independently any of those factual matters. Many of the determinations required to be made in the preparation of the Preliminary Official Statement and the Official Statement involve matters of a non-legal nature.

Subject to the foregoing, on the basis of the information gained by our lawyers involved in the review and discussions referred to above, we confirm to the Underwriters that nothing came to

the attention of those lawyers that caused them to believe that (1) the Preliminary Official Statement, as of its date, contained any untrue statement of a material fact or omitted to state any material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading or (2) the Official Statement, as of its date and as of this date, contained or contains any untrue statement of a material fact or omitted or omits to state any material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading; provided, however, that we do not assume any responsibility for the accuracy, completeness or fairness of the statements contained in the Preliminary Official Statement or the Official Statement, and we do not express any belief with respect to: (a) the Annual Report and the financial statements relating to the District included in Appendix A; (b) any information under the captions “Book-Entry System” and “Tax Matters” or in Appendix B; and (c) any other financial, technical, statistical, accounting or demographic data or forecasts included in the Preliminary Official Statement or the Official Statement or any Appendix thereto.

In addition to the review and discussions referred to above, we also have examined the continuing disclosure undertaking of the District (the “Continuing Disclosure Undertaking”) included in the Resolutions and such other proceedings, documents, matters and law as we deem necessary to render the opinions set forth below.

Based on that examination and subject to the limitations stated below, we are of the opinion that under existing law:

1. The Bonds are exempt from registration under the Securities Act of 1933, as amended, and the Resolutions are exempt from qualification under the Trust Indenture Act of 1939, as amended.

2. The Continuing Disclosure Undertaking satisfies the requirement of paragraph (b)(5) of Rule 15c2-12 prescribed under the Securities Exchange Act of 1934, as amended (the “Rule”), that the Underwriters obtain an undertaking for the benefit of the holders, including beneficial owners, of the Bonds to provide certain annual financial information and event notices at the time and in the manner required by the Rule.

The legal opinions stated immediately above are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. In rendering all such opinions, we assume, without independent verification, and rely upon (i) the accuracy of the factual matters represented, warranted or certified in the proceedings and documents we have examined, (ii) the due and legal authorization, execution and delivery of those documents by and the valid, binding and enforceable nature of those documents upon the parties thereto and (iii) the correctness of the legal conclusions contained in all legal opinion letters of other counsel delivered in connection with this matter.

This letter is being furnished only to the Underwriters solely in connection with the transaction described herein and may not be relied upon by anyone else or for any other purpose without our prior written consent. No statements of belief or opinions other than those expressly stated herein shall be implied or inferred as a result of anything contained in or omitted from this letter. The statements of belief and opinions expressed in this letter are stated only as of the time

of its delivery and we disclaim any obligation to revise or supplement this letter thereafter. Our engagement in connection with the original issuance and delivery of the Bonds is concluded upon delivery of this letter.

Respectfully submitted,

**EXHIBIT D
TO THE BOND PURCHASE AGREEMENT**

[DATE]

[UNDERWRITERS]

as the Underwriters named in the Bond
Purchase Agreement dated [DATE] with
Omaha Public Power District

The Bank of New York Mellon Trust
Company, N.A.
Suite 700
2 North LaSalle Street
Chicago, Illinois 60602

**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[AMOUNT] Electric System Revenue Bonds, 2023 Series []**

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance and sale by the Omaha Public Power District (the “District”) of the above-referenced bonds (the “Bonds”). In connection therewith, we have delivered to the District our opinion dated the date hereof concerning the validity of, and, as applicable, tax-exempt status of interest on, the Bonds; you may rely on that opinion to the same extent as if you were an addressee thereof.

In our capacity as Bond Counsel, we have reviewed the Constitution and statutes of the State of Nebraska, specifically Chapter 70, Article 6 of the Nebraska Reissue Revised Statutes of 1943, as amended (the “Act”), and a certified copy of the record of proceedings relative to the issuance of the Bonds, including the following documents and resolutions:

1. Resolution No. 1788 adopted on January 20, 1972, as amended by Resolution No. 5432 adopted by the District on April 14, 2005, and as further amended by Resolution No. 5882 adopted by the District on October 13, 2011 (together, the “General Resolution”), pursuant to which, along with certain Series Resolutions, the District has issued its Electric System Revenue Bonds;
2. Resolution No. [] adopted on April 20, 2023 (together with the General Resolution, the “Authorizing Resolutions”), pursuant to which, along with the General Resolution, the District has issued the Bonds;
3. Resolution No. [] adopted on April 20, 2023 (together with the Authorizing Resolutions, the “Resolutions”), pursuant to which the District has authorized the sale of the Bonds;
4. An executed copy of the Bond Purchase Agreement dated [DATE] (“Bond Purchase Agreement”);

5. A printed copy of the Preliminary Official Statement dated [DATE] (the “Preliminary Official Statement”) relating to the public offering of the Bonds;

6. An executed copy of the Official Statement dated [DATE] (the “Official Statement”) relating to the public offering of the Bonds; and

7. Such other opinions, documents, certificates, public records and proceedings as we have deemed relevant and necessary or appropriate in rendering this opinion.

Based on an examination of the foregoing, we are of the opinion that:

1. The Bond Purchase Agreement has been duly authorized, executed and delivered by, and constitutes a legal, valid and binding obligation of, the District enforceable in accordance with its terms;

2. The Bonds are not subject to the registration requirements of the Securities Act of 1933, as amended, and the Authorizing Resolutions are exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended;

3. The District has the right and power under the laws of the State, including the Act, to adopt the Resolutions, and the Resolutions have been duly and lawfully adopted by the District, are in full force and effect and constitute the legal, valid and binding obligation of the District enforceable in accordance with their terms;

4. The statements contained in the Preliminary Official Statement and the Official Statement under the captions “DESCRIPTION OF THE 2023 BONDS,” “SECURITY FOR THE 2023 BONDS,” “SUMMARY OF CERTAIN PROVISIONS OF RESOLUTION NO. 1788” and “APPENDIX C—FORM OF CONTINUING DISCLOSURE UNDERTAKING,” insofar as the statements contained under such captions purport to summarize certain provisions of the Bonds and the Authorizing Resolutions, present a fair and accurate summary of such provisions for the purpose of use in the Preliminary Official Statement and the Official Statement, respectively;

5. The statements contained in the Official Statement under the caption “TAX MATTERS” are accurate statements or summaries of the matters therein set forth;

6. Based upon our participation in the preparation of the Preliminary Official Statement as Bond Counsel and without having undertaken to determine independently the accuracy, completeness or fairness of the statements contained in the Preliminary Official Statement (except to the extent expressly set forth in paragraphs (4) and (5) above, provided that such summary included omissions permitted pursuant to SEC Rule 15c2-12 and provided, further, that some of such provisions were subject to alteration, completion or amendment in connection with the pricing and sale of the Bonds as provided in a Pricing Certificate subsequently delivered pursuant to the Authorizing Resolutions, and, further, except with respect to the statements contained in the Preliminary Official Statement under the heading “TAX MATTERS,” which were, as of the date of the Preliminary Official Statement, accurate statements or summaries of the matters therein set forth) as of the date

of the Preliminary Official Statement, nothing had come to the attention of Kutak Rock LLP's attorneys providing services to the District in connection with the issuance of the Bonds causing them to believe that the Preliminary Official Statement as of its date contained any untrue statement of a material fact or omitted (exclusive of omissions permitted by SEC Rule 15c2-12) to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (except for the Independent Auditors' Report included as Appendix A thereto [and the financial report contained as Appendix B thereto] and summaries thereof and references thereto, and the financial, statistical, engineering and numerical information and projections contained in the Preliminary Official Statement, as to all of which we express no view).

7. Based upon our participation in the preparation of the Official Statement as Bond Counsel and without having undertaken to determine independently the accuracy, completeness or fairness of the statements contained in the Official Statement (except to the extent expressly set forth in paragraphs (4) and (5) above) as of the date of the Closing, nothing has come to the attention of Kutak Rock LLP's attorneys providing services to the District in connection with the issuance of the Bonds causing them to believe that the Official Statement as of its date or as of the date of the Closing contained any untrue statement of a material fact or omitted to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (except for the Independent Auditors' Report included as Appendix A thereto [and the financial report contained as Appendix B thereto] and summaries thereof and references thereto, and the financial, statistical, engineering and numerical information and projections contained in the Official Statement, as to all of which we express no view).

The obligations of the District contained in the Bond Purchase Agreement and the Resolutions, and the enforceability thereof, are subject to general principles of equity which may permit the exercise of judicial discretion, the reasonable exercise in the future by the State of Nebraska and its governmental bodies of the police power inherent in the sovereignty of the State, applicable bankruptcy, insolvency, moratorium or similar laws relating to or affecting creditors' rights generally, and the exercise by the United States of America of the powers delegated to it by the Constitution of the United States of America.

Very truly yours,

**EXHIBIT E
TO THE BOND PURCHASE AGREEMENT**

**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[AMOUNT] Electric System Revenue Bonds, 2023 Series []**

CERTIFICATE OF REPRESENTATIVE OF UNDERWRITERS

The undersigned, on behalf of [NAME OF REPRESENTATIVE] (the “Representative”), on behalf of itself and [NAMES OF OTHER UNDERWRITERS] (together, the “Underwriting Group”), hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Bonds”). Terms not otherwise defined herein shall have the meanings ascribed thereto in the Tax Compliance Certificate of the Omaha Public Power District with respect to the Bonds.

1. **Sale of the General Rule Maturities.** All of the Maturities of the Bonds were General Rule Maturities. As of the date of this certificate, for each Maturity of the General Rule Maturities, the first price at which at least 10% of such Maturity was sold to the Public is the respective price listed in Schedule A.

2. **Initial Offering Price of the Undersold Maturities.**

(a) The Underwriters offered the Undersold Maturities to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this Certificate as Schedule B.

(b) As set forth in the Bond Purchase Agreement, the Underwriters have agreed in writing that, (i) for each Maturity of the Undersold Maturities, they would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Offering Period for such Maturity (the “hold-the-offering-price rule”), nor would they permit a related party to do so, and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, none of the Underwriters have either offered or sold any Maturity of the Undersold Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Offering Period.

3. **Defined Terms.**

(a) “*General Rule Maturities*” means those Maturities of the Bonds listed in Schedule A hereto as the “General Rule Maturities.”

(b) “*Issuer*” means The Omaha Public Power District.

(c) “*Maturity*” means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate maturities.

(d) “*Offering Period*” means, with respect to an Undersold Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale Date ([DATE]), or (ii) the date on which the Underwriters have sold a Substantial Amount of such Undersold Maturity to the Public at a price that is no higher than the Initial Offering Price for such Undersold Maturity.

(e) “*Public*” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(f) “*Sale Date*” means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is [DATE].

(f) “*Underwriter*” means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

(g) “*Undersold Maturities*” means those Maturities of the Bonds shown in Schedule A hereto as the “Undersold Maturities.”

4. **Reserve Account.** It is our opinion, based on our experience with bonds similar to the Bonds, it was reasonable to require, as a condition to the marketing of the Bonds, that the Reserve Account be funded as provided in the Resolutions. In our opinion, the funding of the Reserve Account securing the Bonds as provided in the Resolutions was a vital factor in marketing the Bonds.

5. **Yield.** We have been asked by the District and Bond Counsel to perform certain calculations with respect to the Bonds. Specifically, we have been asked to calculate the yield of the Bonds under Section 128 of the Internal Revenue Code of 1986, as amended and the Treasury Regulations thereunder (collectively, the “Code”). We have performed these calculations with the express understanding and agreement of Bond Counsel and the District that, notwithstanding the performance of these calculations and the delivery of this Issue Price Certificate: (i) in doing so we are not acting as Municipal Advisor (as defined in Section 15B of the Securities Exchange Act); (ii) we do not have a fiduciary duty to the District and (iii) we are not to be construed as a

“paid preparer” of any tax returns of the District, including specifically (but not limited to) Internal Revenue Service Form 8038-G.

To perform the calculations of the yield requested by Bond Counsel, we have used, with Bond Counsel’s permission, the [SOFTWARE] (the “Software”), including the “Form 8038 statistics” included in such Software. To the extent that we provided the District and Bond Counsel with certain computations that show a bond yield, weighted average maturity and certain other information with respect to the Bonds, as shown in Exhibit A, these computations are based on our reasonable belief and understanding that the computational methodology of the Software is consistent with Bond Counsel’s instructions regarding interpretation of the applicable law.

However, notwithstanding the foregoing, we remind you that we are not accountants or actuaries, nor are we engaged in the practice of law. Accordingly, while we believe the calculations described above to be correct, we do not warrant them to be so, nor do we warrant their validity for purposes of Sections 103 and 141-150 of the Code.

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Representative’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Kutak Rock LLP in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds. The representations set forth herein are not necessarily based on personal knowledge and, in certain cases, the undersigned is relying on representations made by the other members of the Underwriting Group.

[REPRESENTATIVE]

By _____
Name _____

Dated: [DATE]

SCHEDULE A

SALE PRICES OF THE GENERAL RULE MATURITIES

GENERAL RULE MATURITIES

[\$AMOUNT] Serial Bonds

Amount	Maturity (February 1)	Rate	Purchase Price
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Term Bonds

[\$AMOUNT] Term Bonds due [DATE]; Rate: [RATE]%; Price: [PERCENT]%

SCHEDULE B
PRICING WIRE OR EQUIVALENT COMMUNICATION

[ATTACHED]

RESOLUTION NO. 1

WHEREAS, the Omaha Public Power District (the “District”), a public corporation and political subdivision of the State of Nebraska, is vested pursuant to the provisions of 70-631 of the Reissue Revised Statutes of Nebraska, as amended, with the power to borrow money and incur indebtedness for any corporate use or purpose upon such terms and in such manner as the District shall determine; and

WHEREAS, the District by Resolution No. 1788, adopted by the Board of Directors of the District (the “Board”) on January 20, 1972, as amended by Resolution No. 5432 adopted by the Board of Directors of the District on April 14, 2005 and Resolution No. 5882 adopted by the Board of Directors of the District on October 13, 2011 (together, the “General Resolution”), supplemented by various series resolutions, has authorized the issuance of its bonds for the purposes therein stated and has heretofore issued and has currently outstanding as of the date hereof pursuant to the General Resolution bonds of the District designated as Electric System Revenue Bonds (the “Bonds”); and

WHEREAS, the General Resolution permits the issuance of bonds on a parity with and in addition to the Bonds currently outstanding (“Additional Bonds”), for any corporate purpose of the District, upon compliance with the provisions and conditions of the General Resolution; and

WHEREAS, the Board has determined and hereby determines that it is advisable and in the best interest of the District to authorize management of the District to borrow funds on behalf of the District by means of the issuance and sale pursuant to the General Resolution of Additional Bonds for the purpose of providing for the valid corporate purposes of the District, including refinancing outstanding indebtedness of the District, paying or reimbursing capital expenditures, funding any required reserves and paying the costs and expenses incurred in the issuance of the Additional Bonds issued hereunder; and

WHEREAS, the conditions set forth in the General Resolution to the issuance of Additional Bonds have been satisfied or will be satisfied at the time of issuance and delivery of the Additional Bonds to be issued hereunder.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District as follows:

Section 1. Definitions. Unless the context shall clearly indicate otherwise, the terms used in this Series Resolution, including the preambles hereto, which are not defined in this Series Resolution shall have the meanings set forth in the General Resolution.

Section 2. Authorization of Additional Bonds. For the financing and payment of the costs set forth in Section 9 hereof, there is hereby authorized to be issued one or more Series of Additional Bonds to be designated (subject to the further provisions hereof) “Electric System Revenue Bonds, 2023 Series,” with such additional letter designations as specified in the hereinafter defined Pricing Certificates (the “Authorized Bonds”). The aggregate principal amount of the Authorized Bonds shall not exceed \$730 million. The Authorized Bonds shall be issued and delivered only upon the completion of one or more Pricing Certificates in the form attached hereto

as Exhibit A (each, a “Pricing Certificate”) which shall be completed by the District’s President and Chief Executive Officer or the Vice President and Chief Financial Officer of the District and delivered to the Treasurer, or in the absence of the Treasurer, the Chair, of the Board of Directors. Each Pricing Certificate shall specify terms of the Authorized Bonds as set forth therein, including but not limited to principal amounts of each maturity, interest rates, maturity and sinking fund installment dates, optional redemption terms and dates and a final series year and letter designation. Each Pricing Certificate, when delivered to the Treasurer, or in the absence of the Treasurer, the Chair, of the Board of Directors of the District, must be accompanied by a letter from the financial advisor of the District (currently Barclays Capital Inc.), recommending the sale of the Authorized Bonds on the terms set forth in the applicable Pricing Certificate.

The Authorized Bonds shall be dated as of their respective dates of issue (the “Dated Date”), bear interest at the rates per annum and mature on the dates and in the principal amounts as set forth in the applicable Pricing Certificate; provided, however, that (a) the Dated Date of each series of Authorized Bonds shall be no later than December 31, 2023 and (b) each series of the Authorized Bonds shall mature no later than December 31, 2053.

The Authorized Bonds shall be issued and issuable only as Registered Bonds in the denomination of \$5,000 or any integral multiple of \$5,000 in excess thereof. The Bonds of each series of Authorized Bonds shall be numbered consecutively from R-1 upward in ascending order of maturity. Interest on the Authorized Bonds shall be payable on February 1 and August 1 of each year, commencing on the first February 1 or August 1 following their Dated Date until maturity or earlier redemption. Each Authorized Bond shall bear interest from the interest payment date next preceding the date of registration and authentication thereof unless it is registered and authenticated as of an interest payment date, in which event it shall bear interest from such date, or unless it is registered and authenticated prior to its Dated Date, in which event it shall bear interest from its Dated Date, or unless, as shown by the records of the Bond Fund Trustee, currently The Bank of New York Mellon Trust Company, N.A., New York, New York (the “Bond Fund Trustee”), interest on the Authorized Bonds shall be in default, in which event it shall bear interest from the interest payment date to which interest has been paid in full, or unless no interest shall have been paid on the Authorized Bonds, in which event it shall bear interest from its Dated Date. The Bond Fund Trustee shall insert the date of registration and authentication of each Authorized Bond in the place provided for such purpose in the form of Certificate of Authentication to be printed on each Authorized Bond.

The Bond Fund Trustee is hereby appointed as Paying Agent for the Authorized Bonds.

The principal of and premium, if any, on the Authorized Bonds shall be payable at the principal office of the Paying Agent for the Authorized Bonds. Interest on the Authorized Bonds shall be payable to the person or entity whose name appears on the registration books of the Bond Fund Trustee, as the registered owner thereof, by check or draft drawn upon the Bond Fund Trustee and mailed to such registered owner at the address as it appears on such books or, at the option of the registered owner of at least \$1,000,000 in aggregate principal amount of Authorized Bonds, by wire transfer from the Bond Fund Trustee. The Bond Fund Trustee shall not be required to make payment by such wire transfer with respect to any Authorized Bond for any interest payment date, unless the registered owner thereof shall make written request therefor to the Bond Fund Trustee, specifying the account address, which shall be in the United States, and the account number,

received by the Bond Fund Trustee not less than thirty (30) days prior to such interest payment date. Such request may provide that it will remain in effect for later interest payment dates until changed or revoked by another written request.

Section 3. Book-entry Registration. The Authorized Bonds shall be initially issued in the form of a separate, single, authenticated, fully registered bond for each maturity of each series in the aggregate principal amount of the Authorized Bonds of each series and maturity and in substantially the form of Exhibit B hereto (with such modifications as necessary or appropriate to conform such Authorized Bonds to the terms set forth in the applicable Pricing Certificate), registered in the registry books of the Bond Fund Trustee in the name of a nominee of The Depository Trust Company, New York, New York, and its successors and assigns (the “Securities Depository”). When Authorized Bonds are so registered in accordance with this Section 3, the following provisions shall apply:

(a) The District, the Bond Fund Trustee and the Paying Agent shall have no responsibility or obligation to any broker dealer, bank or other financial institution for which the Securities Depository holds such Authorized Bonds as securities depository (each, a “Participant”) or to any person who is an actual purchaser of such an Authorized Bond from a Participant while such Authorized Bonds are in book-entry form (each, a “Beneficial Owner”) with respect to the following:

(i) the accuracy of the records of the Securities Depository, any nominees of the Securities Depository or any Participant with respect to any ownership interest in such Authorized Bonds;

(ii) the delivery to any Participant, any Beneficial Owner or any other person, other than the Securities Depository, of any notice with respect to such Authorized Bonds, including any notice of redemption; or

(iii) the payment to any Participant, any Beneficial Owner or any other person, other than the Securities Depository, of any amount with respect to such Authorized Bonds. The Paying Agent shall make payments with respect to such Authorized Bonds only to or upon the order of the Securities Depository or its nominee, and all such payments shall be valid and effective to fully satisfy and discharge the obligations with respect to such Authorized Bonds to the extent of the sum or sums so paid. No person other than the Securities Depository shall receive an authenticated Authorized Bond.

(b) Upon receipt by the Bond Fund Trustee of written notice from the Securities Depository to the effect that the Securities Depository is unable or unwilling to discharge its responsibilities, the Bond Fund Trustee shall issue, transfer and exchange such Authorized Bonds requested by the Securities Depository in appropriate amounts. Whenever the Securities Depository requests the Bond Fund Trustee to do so, the Bond Fund Trustee will cooperate with the Securities Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the District, for a substitute securities depository willing and able upon reasonable and customary terms to maintain custody of such Authorized Bonds or (ii) to make available such Authorized

Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Authorized Bonds shall designate.

(c) If the District determines that it is desirable that certificates representing such Authorized Bonds be delivered to the Bondholders of such Authorized Bonds and so notifies the Bond Fund Trustee in writing, the Bond Fund Trustee shall so notify the Securities Depository, whereupon the Securities Depository will notify the Participants of the availability through the Securities Depository of bond certificates representing such Authorized Bonds. In such event, the Bond Fund Trustee shall issue, transfer and exchange bond certificates representing such Authorized Bonds as requested by the Securities Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Series Resolution to the contrary, so long as any such Authorized Bond is registered in the name of the Securities Depository or any nominee thereof, all payments with respect to such Bond and all notices with respect to such Authorized Bond shall be made and given, respectively, to the Securities Depository as provided in the Letter of Representations, as hereinafter defined.

(e) Registered ownership of such Authorized Bonds may be transferred on the respective register for such Bonds maintained by the Bond Fund Trustee, and such Authorized Bonds may be delivered in physical form to the following:

(i) any successor Securities Depository or its nominee; and

(ii) any person, upon (A) the resignation of the Securities Depository from its functions as depository or (B) termination of the use of the Securities Depository pursuant to this Section 3.

With respect to the Authorized Bonds, the District shall execute, deliver and maintain a Blanket Issuer Letter of Representations between the District and the Securities Depository (the "Letter of Representations"), in the standard form requested by the Securities Depository from time to time.

Section 4. Forms of Authorized Bonds and Certificate of Authentication. The Authorized Bonds, the certificate of authentication to be endorsed thereon by the Bond Fund Trustee and the form of assignment to be endorsed thereon shall be in substantially the form attached hereto as Exhibit B, with necessary and appropriate variations, omissions and insertions as permitted or required by the General Resolution and the provisions hereof and of the applicable Pricing Certificate.

Section 5. Optional Redemption of Authorized Bonds. At the option of the District, each series of the Authorized Bonds shall be subject to redemption prior to maturity on or after the applicable dates and on the terms set forth in the applicable Pricing Certificate, as a whole or in part (and in the event that less than all of the Authorized Bonds of any maturity of any series are called for redemption, the particular Authorized Bonds of such maturity of such series to be redeemed shall be selected by lot unless otherwise provided in the applicable Pricing Certificate), upon notice mailed to the registered owner of each such Authorized Bond not less than thirty (30) days prior to the date fixed for redemption, at the principal amount thereof plus premium, if any,

as specified in the applicable Pricing Certificate together with the interest accrued thereon to the date fixed for redemption.

Section 6. Sinking Fund Redemption of Authorized Bonds. The Authorized Bonds of a series maturing in the years specified in the applicable Pricing Certificate shall be retired in part by sinking fund installments which shall be accumulated in the Bond Retirement Account in the Bond Fund in amounts, in addition to the amounts otherwise required to be deposited therein for the Authorized Bonds, sufficient to redeem on February 1 of each year, at a redemption price equal to the principal amount of the Authorized Bond or Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, the principal amount of such Authorized Bonds of such series specified for each of the years as set forth in the applicable Pricing Certificate.

Section 7. Execution of the Authorized Bonds. The Authorized Bonds shall be executed on behalf of the District with the manual or facsimile signature of the Chair or Vice Chair of the Board of Directors and the Treasurer of the Board of Directors thereunto duly authorized, and a facsimile of the corporate seal of the District shall be imprinted on each of the Authorized Bonds attested with the manual or facsimile signature of the Secretary of the Board of Directors thereof, provided that all such signatures on behalf of the District appearing on the Authorized Bonds may be facsimile signatures. The Authorized Bonds shall then be delivered to the Bond Fund Trustee for authentication by it. In case any officer whose signature or facsimile thereof shall appear on any Authorized Bonds shall cease to be such officer before the delivery of such Authorized Bonds, such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Authorized Bonds.

Only such of the Authorized Bonds as shall bear thereon a certificate of authentication substantially in the form herein recited, manually executed by the Bond Fund Trustee, shall be valid or obligatory for any purpose or entitled to the benefits hereof and of the General Resolution, and such certificate of the Bond Fund Trustee shall be conclusive evidence that the Authorized Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits hereof and of the General Resolution.

CUSIP identification numbers may be printed on the Authorized Bonds, but such numbers shall not be deemed to be a part of the Authorized Bonds or a part of the contract evidenced thereby, and no liability shall hereafter attach to the District or any of the officers or agents thereof because of or on account of said CUSIP identification numbers.

Section 8. Transfer, Exchange or Substitution of Authorized Bonds. Any Authorized Bonds may be transferred to a new owner or may be exchanged for an equal aggregate principal amount of Authorized Bonds of like Series, or a new Authorized Bond may be executed and delivered for any Authorized Bond which shall become mutilated or be lost, stolen or destroyed as provided, and subject to the conditions set forth, in the General Resolution, provided that the Bond Fund Trustee shall, upon satisfaction of all such applicable conditions, authenticate any such new Authorized Bond prior to delivery to the owner thereof.

Section 9. Issuance of Authorized Bonds; Disposition of Proceeds of Sale of Authorized Bonds. At any time after the adoption hereof by the Board and the sale of the

Authorized Bonds, the District may execute and the Bond Fund Trustee may authenticate and, upon the order of the District, deliver a series of Authorized Bonds in the aggregate principal amount set forth in the applicable Pricing Certificate. The aggregate principal amount of all Authorized Bonds issued pursuant hereto shall not exceed \$730 million.

The proceeds derived from the sale of each series of the Authorized Bonds shall be applied as specified in the applicable Pricing Certificate, provided that the District shall deposit in the Bond Fund for credit to the Reserve Account therein the amount, if any, required by the General Resolution.

All amounts of the proceeds of sale deposited in the Construction Fund shall be used for valid corporate purposes of the District, including paying the costs and expenses incurred in the issuance of such Authorized Bonds, as further specified in the applicable Pricing Certificate.

In connection with the application of proceeds of the Authorized Bonds to the defeasance and redemption of any outstanding indebtedness of the District, the Board hereby authorizes the Bond Fund Trustee and the President or any Vice President of the District to execute, deliver and perform one or more Escrow Deposit Agreements in form and substance satisfactory to the President or Vice President of the District executing such Escrow Deposit Agreements. Execution and delivery of an Escrow Deposit Agreement shall be conclusive evidence of the approval by the District of such Escrow Deposit Agreement. Further, in connection with any such defeasance and redemption of outstanding indebtedness of the District with proceeds of the Authorized Bonds, the President or any Vice President of the District are hereby authorized to (a) direct the Bond Fund Trustee to irrevocably designate the Bonds of the District intended for defeasance and redemption to be redeemed as of their first optional redemption date following the issuance of the Authorized Bonds, (b) make irrevocable provision satisfactory to the Bond Fund Trustee for the giving of proper notice of redemption of the Bonds of the District intended for defeasance and redemption and (c) perform such other acts as shall, in the judgment of such officer of the District, be necessary or appropriate to cause the defeasance of any outstanding Bonds of the District in accordance with the requirements of the General Resolution.

Section 10. Undertaking To Provide Ongoing Disclosure.

(a) This Section constitutes the written undertaking for the benefit of the holders of the Authorized Bonds required by Section (b)(5)(i) of Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (17 C.F.R. § 240.15c2-12) (the “Rule”). Capitalized terms used in this Section and not otherwise defined in this Series Resolution shall have the meanings assigned such terms in subsection (d) hereof. It being the intention of the District that there be full and complete compliance with the Rule, this Section shall be construed in accordance with the written interpretative guidance and no action letters published from time to time by the Securities and Exchange Commission and its staff with respect to the Rule and in accordance with amendments to the Rule adopted or effective after the date hereof. The provisions of this Section may be modified in a Pricing Certificate as necessary or appropriate to reflect different or additional provisions of the Rule applicable to all or a portion of the Authorized Bonds.

(b) The District, as an “obligated person” within the meaning of the Rule, undertakes to provide the following information to the Municipal Securities Rulemaking Board (the “MSRB”) in an electronic format as presented by the MSRB, as provided in this Section:

- (i) Annual Financial Information;
- (ii) Audited Financial Statements, if any; and
- (iii) Required Event Notices.

(c) (i) The District shall, while any Authorized Bonds are Outstanding, provide the Annual Financial Information on or before the date which is 180 days after the end of each fiscal year of the District (the “Report Date”), beginning with the fiscal year in which the applicable Series of Authorized Bonds is issued. If the District changes its fiscal year, it shall provide written notice of the change of fiscal year to the MSRB. It shall be sufficient if the District provides to the MSRB any or all of the Annual Financial Information by specific reference to documents previously provided to the MSRB or filed with the Securities and Exchange Commission and, if such a document is a final official statement within the meaning of the Rule, available from the MSRB.

(ii) If not provided as part of the Annual Financial Information, the District shall provide the Audited Financial Statements to the MSRB, when and if available, while any Authorized Bonds are Outstanding.

(iii) If a Notice Event occurs while any Authorized Bonds are Outstanding, the District shall provide a Required Event Notice in a timely manner (not in excess of 10 business days after the occurrence of such Notice Event) to the MSRB. Each Required Event Notice shall be so captioned and shall prominently state the date, title and CUSIP numbers of the Authorized Bonds.

(iv) The District shall provide in a timely manner to the MSRB notice of any failure by the District while any Authorized Bonds are Outstanding to provide to the MSRB Annual Financial Information on or before the Report Date.

(v) All documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB and shall be in an electronic format as prescribed by the MSRB.

(d) The following are the definitions of the capitalized terms used in this Section and not otherwise defined in this Series Resolution:

(i) “*Annual Financial Information*” means the financial information or operating data with respect to the District, provided at least annually, of the type included in the final official statement with respect to the Authorized Bonds under the headings “CAPITAL AND NUCLEAR FUEL EXPENDITURES”; “ELECTRIC RATES AND RATE REGULATION”; “THE ELECTRIC

SYSTEM”; “OPERATING RESULTS”; “NET RECEIPTS FOR THE ELECTRIC SYSTEM”; “OPERATING REVENUES AND ENERGY SALES”; “OPERATIONS AND MAINTENANCE EXPENSES”; “DEBT SERVICE ON THE DISTRICT’S BONDS”; and also “APPENDIX A—MANAGEMENT’S DISCUSSION AND ANALYSIS—FINANCIAL POSITION AND RESULTS OF OPERATIONS”; “—CAPITAL PROGRAMS”; and “—CASH AND LIQUIDITY.” The financial statements included in the Annual Financial Information shall be prepared in accordance with generally accepted accounting principles (“GAAP”) for governmental units as prescribed by the Governmental Accounting Standards Board (“GASB”). Such financial statements may, but are not required to be, Audited Financial Statements.

(ii) “*Audited Financial Statements*” means the District’s annual financial statements, prepared in accordance with GAAP for governmental units as prescribed by GASB, which financial statements shall have been audited by such auditor as shall be then required or permitted by the laws of the State.

(iii) “*Notice Event*” means any of the following events with respect to the Authorized Bonds:

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults, if material;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices of determinations with respect to the tax status of the Authorized Bonds or other material events affecting the tax-exempt status of the Authorized Bonds;
- (G) Modifications to rights of holders of the Authorized Bonds, if material;
- (H) Authorized Bond calls, if material, and tender offers;
- (I) Defeasances;

(J) Release, substitution, or sale of property securing repayment of the Authorized Bonds, if material;

(K) Rating changes;

(L) Bankruptcy, insolvency, receivership or similar events relating to the District;

(M) The consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(N) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

(O) Incurrence of a financial obligation of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District, any of which affect holders, if material; and

(P) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District, any of which reflect financial difficulties;

(iv) “*Required Event Notice*” means written or electronic notice of a Notice Event.

(e) (i) The continuing obligation hereunder of the District to provide Annual Financial Information, Audited Financial Statements, if any, and Required Event Notices shall terminate immediately once the Authorized Bonds no longer are Outstanding. This Section, or any provision hereof, shall be null and void in the event that the District obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this Section, or any such provision, are invalid, have been repealed retroactively or otherwise do not apply to the Authorized Bonds, provided that the District shall have provided notice of such delivery and the cancellation of this Section to the MSRB.

(ii) This Section may be amended without the consent of the holders of the Authorized Bonds, but only upon the delivery to the District of an opinion of nationally recognized bond counsel to the effect that such amendment, and giving effect thereto, will not adversely affect the District’s compliance with this Section and with the Rule, provided that the District shall have provided notice of such delivery and of the amendment to the MSRB. Any such amendment shall satisfy, unless otherwise permitted by the Rule, the following conditions:

(A) The amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the obligated person or type of business conducted;

(B) This Section, as amended, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(C) The amendment does not materially impair the interests of holders of the Authorized Bonds, as determined either by parties unaffiliated with the District (such as nationally recognized bond counsel), or by approving vote of holders of the Authorized Bonds pursuant to the terms of the General Resolution at the time of the amendment.

The initial Annual Financial Information after the amendment shall explain, in narrative form, the reasons for the amendment and the effect of the change, if any, in the type of operating data or financial information being provided.

(f) Any failure by the District to perform in accordance with this Section shall not constitute an “Event of Default” under the General Resolution, and the rights and remedies provided by the General Resolution upon the occurrence of an “Event of Default” shall not apply to any such failure. In the event of a breach by the District of any of its obligations under this Section, any owner of any interest in the Authorized Bonds may bring an action against the District for specific performance to cause the District to perform its obligations hereunder, but shall have no other remedy for such breach.

Section 11. Arbitrage Bonds. The District shall make no use of the proceeds of the sale of the Authorized Bonds which would cause any Authorized Bond to be an “arbitrage bond” under Section 148 of the Internal Revenue Code of 1986, as amended, and to that end the District shall comply with the requirements of said Section and the applicable Treasury Regulations promulgated thereunder and under the Internal Revenue Code of 1954, as amended, so long as any of the Authorized Bonds are outstanding. The District hereby agrees to calculate and pay to the United States any rebate due at the times and in the amounts required by the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

Section 12. The Authorized Bonds Are “Bonds” and “Additional Bonds” Under the General Resolution. This Series Resolution is adopted pursuant to Sections 2.7 (or Section 2.8, if applicable) and 8.1 of the General Resolution, and the Authorized Bonds are hereby found and determined to be “Bonds” and “Additional Bonds” within the meaning of the quoted words as defined and used in the General Resolution.

Section 13. Defeasance of the Authorized Bonds; Limitation of Permitted Investments to Investment Securities. The District may defease the Authorized Bonds as provided in the General Resolution; provided, however, that the District hereby surrenders the right, power and privilege to deposit for that purpose Permitted Investments as defined in

Section 12.2 of the General Resolution other than noncallable direct obligations of, or noncallable obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America. Such obligations may include, but are not limited to, interest-only or principal-only obligations to the extent the interest or principal of such obligations is a direct obligation of, or unconditionally guaranteed by, the United States of America.

Section 14. Severability. If any one or more of the covenants or agreements provided in this Series Resolution on the part of the District to be performed shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements shall be null and void and shall be deemed separable from the remaining covenants and agreements, and shall in no way affect the validity of the other provisions of this Series Resolution or of the Authorized Bonds issued hereunder.

Section 15. Effective Date of Resolution. This Series Resolution shall become effective in accordance with its terms upon the filing with the Bond Fund Trustee of a certified copy thereof and an opinion of counsel for the District that it has been duly adopted and the provisions thereof are valid and binding upon the District.

Section 16. Section Headings, Table of Contents. The headings or titles of the several sections hereof, and any table of contents appended hereto or to copies hereof, shall be solely for convenience of reference and shall not affect the meaning or construction, interpretation or effect of this Series Resolution.

I hereby certify that the foregoing is a true and correct copy of Resolution No. [] adopted by the Board of Directors of the Omaha Public Power District at a meeting held on April 20, 2023.

Jeffrey M. Bishop
Vice President and Chief Financial Officer
Assistant Treasurer and Assistant Secretary
Omaha Public Power District

EXHIBIT A
PRICING CERTIFICATE

This Certificate is delivered pursuant to Resolution No. [] of the Board of Directors of Omaha Public Power District (the “District”) adopted on April 20, 2023 (“Resolution No. []”), which authorizes the issuance by the District of its Electric System Revenue Bonds, 2023 Series [] (the “Bonds”). Capitalized terms used herein which are not otherwise defined shall have the meanings assigned thereto in Resolution No. [].

As required by Resolution No. [], the undersigned hereby makes the following determinations:

1. **Principal Amount and Series Designation.** The aggregate principal amount of the Bonds shall be \$[], and the series designation shall be 2023 Series [].

2. **Interest Rates and Maturities.** The Bonds shall be dated [], which shall be their Dated Date, and shall bear interest from such date at the rates per annum, and shall mature on February 1 in each of the years and in the principal amounts, as follows:

Electric System Revenue Bonds, 2023 Series []

\$[] Serial Bonds

Year	Principal Amount	Interest Rate
-------------	-------------------------	----------------------

\$[] Term Bonds

\$[] []% Term Bonds Due February 1, []

3. **Optional Redemption.** At the option of the District, the Bonds shall be subject to redemption prior to maturity on any date on or after February 1, [], at a redemption price equal to \$[], together with the interest accrued thereon to the date fixed for redemption.

4. **Sinking Fund Redemption.** The Bonds maturing on February 1, [], shall be retired in part by sinking fund installments in the principal amount of such Bonds specified for each of the years shown below:

Term Bonds Maturing February 1, []		Term Bonds Maturing February 1, []	
Year	Principal Amount	Year	Principal Amount
	\$		\$

*

*Final Maturity

The District may also, at its option, redeem the Bonds maturing on February 1 of the years [], by lot, upon notice mailed to the owner of each such Bond not less than thirty days prior to the date fixed for redemption, as provided in Article IV of the General Resolution, on any August 1, commencing on August 1, [] at the principal amount thereof, together with accrued interest to the date fixed for redemption, in an aggregate principal amount on any such August 1 equal to the sinking fund installments deposited since the preceding February 1 in the Bond Retirement Account in the Bond Fund pursuant to paragraph C of Section 5.2 of the General Resolution for the purpose of redeeming such Bonds on the following February 1. In the event that Bonds are so redeemed on any August 1, the aggregate principal amount of Bonds to be redeemed by the application of the sinking fund installments on the following February 1 as provided above shall be reduced by the aggregate principal amount of such Bonds so redeemed.

5. **Application of Net Proceeds.** The estimated application of the net proceeds of the Bonds is as follows:

[Deposit to the Construction Fund	\$
Deposit to the Escrow Fund	
Deposit to the Reserve Account]	
Total Net Proceeds of the Bonds	\$

Dated this [] day of [], [].

OMAHA PUBLIC POWER DISTRICT

By _____
[Name]
[Title]

Accepted for delivery to the District's [Treasurer] [Chair]:

By _____
Assistant Secretary

EXHIBIT B

FORM OF 2023 SERIES BONDS

Each certificate representing the 2023 Series Bonds shall remain in the Bond Fund Trustee's custody subject to the provisions of the FAST Balance Certificate Agreement currently in effect between the Bond Fund Trustee and DTC.

UNITED STATES OF AMERICA
STATE OF NEBRASKA
OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
ELECTRIC SYSTEM REVENUE BOND, 2023 SERIES []

No. R-[] \$[]

Interest Rate	Maturity Date	Dated Date	CUSIP
[]%	February 1, []	[]	[]

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: \$[]

Omaha Public Power District (the "District"), a public corporation and political subdivision of the State of Nebraska, for value received, hereby promises to pay to the registered owner named above or registered assigns, but solely out of the Revenues hereinafter specified (unless this Bond shall have been duly called for previous redemption and payment of the redemption price shall have been made or provided for, as provided in the Bond Resolution herein referred to), the principal sum stated above on the maturity date stated above upon presentation and surrender of this Bond, and to pay interest on such principal sum, but solely out of the Revenues hereinafter specified, by check or draft drawn upon the Bond Fund Trustee appointed pursuant to the Bond Resolution hereinafter referred to and mailed to the registered owner at the address of such registered owner as it appears in the bond registration books of the Bond Fund Trustee or, at the option of the registered owner of at least \$1,000,000 in aggregate principal amount of Bonds, by wire transfer, until the maturity hereof, at the interest rate per annum stated above payable semiannually on the first day of February and the first day of August in each year, commencing [] 1, [], and, if default should be made in the payment of said principal sum when the same shall become due and payable, at the same interest rate per annum until the payment of said principal sum in full. This Bond shall bear interest from the interest payment date next preceding the date of registration and authentication hereof unless it is registered and authenticated as of an interest payment date, in which event it shall bear interest from such date, or unless it is registered and authenticated prior to the first interest payment date, in which event it shall bear interest from its Dated Date, or unless, as shown by the records of the Bond Fund Trustee, interest on the Bonds shall be in default, in which event it shall bear interest from the date to which interest has been

paid in full, or unless no interest shall have been paid on the Bonds, in which event it shall bear interest from its Dated Date. Interest and principal shall be payable to the holders of record as of the 15th calendar day of the month preceding any payment date. The principal due upon this Bond at maturity or upon call for redemption is payable at the principal office of The Bank of New York Mellon Trust Company, N. A., New York, New York, in such coin or currency of the United States of America which at the time of payment is legal tender for public and private debts.

THE BONDS SHALL NOT BE OBLIGATIONS OF THE STATE OF NEBRASKA OR OF ANY OF ITS POLITICAL SUBDIVISIONS, OTHER THAN THE DISTRICT, NOR SHALL SAID STATE OR ANY OF ITS POLITICAL SUBDIVISIONS, OTHER THAN THE DISTRICT, BE LIABLE FOR THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS. THE DISTRICT HAS NO TAXING POWER.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution until the certificate of authentication hereon shall have been executed by the Bond Fund Trustee.

If this Bond is held in book entry only form, it will be registered in the name of the Securities Depository or its nominee, which will initially be Cede & Co., as nominee for The Depository Trust Company. Payments of interest on and principal of this Bond shall be made to the Securities Depository in accordance with its procedures.

During the time this Bond is held in book entry only form, unless this Bond is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any Bond issued is registered in the name of Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

This Bond is one of a duly authorized series of Bonds of the District of like designation herewith aggregating [] Dollars (\$[]) in principal amount. This Bond and the Bonds of the series of Bonds of which it is one are issued under the authority of and in full compliance with the Constitution and statutes of the State of Nebraska, including Chapter 70, Article 6, of the Reissue Revised Statutes of Nebraska, and under and pursuant to Resolution No. 1788 adopted by the Board of Directors of the District on January 20, 1972, as amended, and a Series Resolution adopted by the Board of Directors of the District on April 20, 2023 (the "Series Resolution") (together, the "Bond Resolution").

This Bond and the series of Bonds of which it is one constitute part of a duly authorized issue of Bonds (the "Bonds") issued or to be issued by the District under the Bond Resolution for valid corporate purposes of the District. Said issue of Bonds is unlimited as to principal amount except as provided in the Bond Resolution and constitutes or may constitute one or more series in various principal amounts and of varying denominations, dates, maturities, interest rates and other provisions as provided in the Bond Resolution. All Bonds issued and to be issued under the Bond Resolution are and will be equally secured by the liens, pledges, assignments and covenants made therein, except as otherwise expressly provided or permitted in the Bond Resolution. Reference is hereby made to the Bond Resolution, copies of which are on file in the office of the District and

at the principal office of The Bank of New York Mellon Trust Company, N. A., the Bond Fund Trustee appointed pursuant to the Bond Resolution, in New York, New York, to all of the provisions of which any owner of this Bond by his acceptance hereof thereby assents, for a description of and the nature and extent of the security for the Bonds issued or to be issued under the Bond Resolution, including this Bond; definitions of terms, including the "Electric System" from the Revenues of which this Bond and the interest hereon are payable; the Revenues pledged to the payment of the interest on and principal of the Bonds; the nature and extent and manner of enforcement of the pledge; the rights and remedies of the holders thereof with respect thereto; the terms and conditions upon which this Bond and the series of Bonds of which it is one are issued and upon which Additional Bonds may be hereafter issued under the Bond Resolution payable on a parity with this Bond and the series of Bonds of which this is one from the aforesaid Revenues and equally and ratably secured therewith; the terms and conditions upon which obligations may be issued payable from the Revenues of the Electric System and secured by a pledge of said Revenues superior to that of the Bonds for the purpose of refunding or purchasing certain presently outstanding obligations hereinafter referred to, which are secured by a pledge of such Revenues prior to the Bonds; the conditions upon which the Bond Resolution may be amended or supplemented with or without the consent of the holders of the Bonds; the rights, duties and obligations of the District thereunder; the terms and conditions upon which the liens, pledges, assignments and covenants of the District made therein may be discharged at or prior to the maturity or redemption of this Bond, and this Bond thereafter no longer be secured by the Bond Resolution or be deemed to be outstanding thereunder, if moneys or certain specific securities shall have been deposited with the aforesaid Bond Fund Trustee sufficient and held in trust solely for the payment hereof; and for the other terms and provisions thereof.

The Bonds are payable solely from and are equally and ratably secured without priority by reason of series, number, date of Bonds, sale, issuance, execution or delivery (except as to maturity and except as any Bond Retirement Account payments required in accordance with the provisions of the Bond Resolution may afford additional security for the Bonds of any specific series) by a charge and lien upon the Revenues derived by the District from the ownership and operation of the Electric System, all as more specifically described in the Bond Resolution and subject to the payment of the costs of operation and maintenance of the Electric System.

[At the option of the District, the Bonds shall be subject to redemption prior to maturity on any date on or after February 1, [], as a whole or in part (and in the event that less than all of the Bonds of any maturity are called for redemption, the particular Bonds of such maturity to be redeemed shall be selected by lot), upon notice mailed to the registered owner of each such Bond not less than 30 days prior to the date fixed for redemption, at the principal amount thereof together with the interest accrued thereon to the date fixed for redemption.]

The Bonds of the series of Bonds of which this Bond is one maturing on February 1, [] are also subject to mandatory redemption, by lot, from sinking fund installments deposited in the Bond Retirement Account on February 1 of each of the years and in the amounts provided in the Series Resolution and in the table below at the principal amount thereof, together with the interest accrued thereon to the date fixed for redemption:

Term Bonds Maturing February 1, []		Term Bonds Maturing February 1, []	
Year	Principal Amount	Year	Principal Amount
	\$		\$

*

*Final Maturity

The District may also, at its option, redeem the Bonds maturing on February 1 of the years [], by lot, upon notice as provided in the Bond Resolution, on any August 1, commencing on August 1, [], at the principal amount thereof, together with accrued interest to the date fixed for redemption, in an aggregate principal amount on any such August 1 equal to the sinking fund installments deposited since the preceding February 1 with the Bond Fund Trustee in accordance with the Bond Resolution for the purpose of redeeming such Bonds on the following February 1. In the event that the Bonds are so redeemed on any August 1, the aggregate principal amount of Bonds to be redeemed by the application of the sinking fund installments on the following February 1 as provided above shall be reduced by the aggregate principal amount of such Bonds so redeemed.

The District may solicit tenders for the purchase of Bonds of the series of Bonds of which this Bond is one subject to mandatory sinking fund redemption as set forth above. The purchase price of any such Bonds may not exceed the applicable redemption price. Said purchase price may be paid from the sinking fund installments on deposit in the Bond Retirement Account under the Bond Resolution to be used to otherwise redeem Bonds; accrued interest payable upon the purchase of such Bonds may be paid from the Interest Account of the Bond Fund. Any Bonds so purchased shall be cancelled and the principal amount so purchased shall be applied as a credit against the next applicable required sinking fund installment.

In the event this Bond is subject to prior redemption as aforesaid and is called for such redemption, notice of such redemption shall be mailed not less than 30 days nor more than 60 days prior to the redemption date to the registered holder of this Bond at his address as shown on the bond registration books of the Bond Fund Trustee. Notice of redemption having been given, as aforesaid, this Bond or any portion thereof so called for redemption shall on the date specified in such notice become due and payable at the applicable redemption price herein provided, and from and after the date so fixed for redemption (unless the District shall default in the payment hereof or thereof), interest on this Bond or the portion thereof so called for redemption shall cease to accrue.

If this Bond be of a denomination in excess of \$5,000, portions of the principal sum hereof in installments of \$5,000 or any multiple thereof may be redeemed, and if less than all of the principal sum hereof is to be redeemed, in such case upon the surrender of this Bond at the principal office of the Paying Agent, there shall be issued to the registered owner, without charge therefor, for the then unredeemed balance of the principal sum hereof, Registered Bonds of like series, maturity and interest rate in any of the denominations authorized by the Bond Resolution.

This Bond is transferable by the registered owner or his attorney duly authorized in writing at the principal office of the Bond Fund Trustee upon surrender and cancellation of this Bond, and thereupon a new Registered Bond of the same principal amount and interest rate and maturity will be issued to the transferee as provided in the Bond Resolution, subject to the limitations and upon payment of the transfer charge, if any, therein prescribed. The District, the Bond Fund Trustee, the Paying Agent and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment hereof and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

It is hereby certified, recited and declared that all acts, conditions and things required by the Constitution and statutes of the State of Nebraska to exist, to have happened and to have been performed precedent to and in the issuance of this Bond do exist, have happened and have been performed in due time, form and manner as prescribed by law, and that the amount of this Bond, together with all other obligations or indebtedness of the District, does not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, Omaha Public Power District has caused this Bond to be executed in its name with the facsimile signatures of the Chair and the Treasurer of the District thereunto duly authorized and a facsimile of its corporate seal to be imprinted hereon and attested with the facsimile signature of its Secretary all as of the date set forth hereon.

OMAHA PUBLIC POWER DISTRICT

[SEAL]

(facsimile signature)
Chair

(facsimile signature)
Treasurer

Attest:

(facsimile signature)
Secretary

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds of the issue described in the within mentioned Bond Resolution.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N. A., as Bond Fund
Trustee

By _____
Authorized Officer

Date of Registration and Authentication:

[FORM OF ASSIGNMENT]

For value received, the undersigned hereby sells, assigns and transfers unto

(Social Security or Federal Employer Identification No.)

(the "Transferee") the within Bond and hereby irrevocably constitutes and appoints _____ attorney to transfer the same on the books of registration in the office of the within mentioned Bond Fund Trustee with full power of substitution in the premises.

Dated:

Registered Owner

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or a trust company.

NOTICE: No transfer will be registered and no new Bond will be issued in the name of the Transferee unless the signature to this assignment corresponds with the name as written on the face of the within Bond in every particular, without alteration, enlargement or any change whatsoever, and the Social Security or Federal Employer Identification Number of the Transferee is supplied.

Each certificate representing the 2023 Series [] Bonds shall remain in the Bond Fund Trustee's custody subject to the provisions of the FAST Balance Certificate Agreement currently in effect between the Bond Fund Trustee and DTC.



Board Action

April 18, 2023

ITEM

Revised 2023 Corporate Operating Plan Nuclear Decommissioning Funding Amount

PURPOSE

Approval of the Revised 2023 Corporate Operating Plan Nuclear Decommissioning Funding Amount

FACTS

- a. The 2023 Corporate Operating Plan (COP), including nuclear decommissioning funding of \$95.2 million, was approved by the Board of Directors on December 15, 2022. The nuclear decommissioning funding for 2023 consists of \$73.9 million from retail rates and \$21.3 million from realized investment income.
- b. The District utilizes regulatory accounting, as approved by the Board of Directors, to match decommissioning expense to the amounts funded from retail rates in the COP and realized investment income.
- c. The decommissioning trust funds are held in two trusts, which total \$536.1 million as of February 28, 2023.
- d. The most recent decommissioning cost estimate (in 2022 dollars) for 2023-2060 totals \$685.4 million.
- e. The Department of Energy (DOE) reimburses the District for allowable costs for managing and storing spent nuclear fuel and high-level waste incurred due to the DOE's delay in accepting waste. The District submits those costs annually to the DOE. The DOE reimbursed the District for those costs incurred from 2017-2021 totaling \$82.7 million.
- f. On an annual basis, the District projects the funded status of the decommissioning trust funds using the most current assumptions to determine if additional funding is needed. Based on the most recent update, which includes updated assumptions for DOE reimbursements, the decommissioning trust funds are adequately funded. As a result, the nuclear decommissioning trust funding from retail rates for the remainder of 2023 in the amount of \$55.4 million is not needed.
- g. The District will continue to project the funded status of the decommissioning trust funds on an annual basis and will recommend changes to nuclear decommissioning funding from retail rates if needed based on the assumptions at that time.

Board Action

BOARD OF DIRECTORS

ACTION

Approval of the revised 2023 Corporate Operating Plan Nuclear Decommissioning Funding Amount of \$39.8 million.

RECOMMENDED:

DocuSigned by:

65F902772CFE45A...

Jeffrey M. Bishop
Vice President and Chief Financial Officer

APPROVED FOR REPORTING TO THE BOARD:

DocuSigned by:

AC399FDCE56247E...

L. Javier Fernandez
President and Chief Executive Officer

JMB:lmI

Attachments: Resolution



Spurgeon/Bishop

DRAFT
RESOLUTION NO. ####

WHEREAS, in Resolution No. 6544, the Board of Directors approved the Omaha Public Power District's 2023 Corporate Operating Plan (COP), which includes projected nuclear decommissioning funding in the amount of \$95.2 million, which includes funding through retail rates of \$73.9 million and realized investment income of \$21.3 million; and

WHEREAS, the District utilizes regulatory accounting to match decommissioning expense to the amounts funded from retail rates in the COP and realized investment income; and

WHEREAS, the balance of the decommissioning trust funds total \$536.1 million as of February 28, 2023; and

WHEREAS, the decommissioning cost estimate for 2023-2060 is \$685.4 million; and

WHEREAS, the District has an agreement with the Department of Energy (DOE) for the reimbursement of allowable costs for managing and storing spent nuclear fuel and high-level waste incurred due to the DOE's delay in accepting waste. Those costs are submitted annually to the DOE, and the District has received reimbursement for those costs incurred from 2017-2021; and

WHEREAS, the District has projected the funded status of the decommissioning trust funds based on the current assumptions, which includes updated assumptions for DOE reimbursements, and the decommissioning trust funds are adequately funded; and

WHEREAS, Management recommends and seeks approval to discontinue nuclear decommissioning trust funding from retail rates for the remainder of 2023 in the amount of \$55.4 million.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Omaha Public Power District hereby approves a revised 2023 Corporate Operating Plan nuclear decommissioning funding amount of \$39.8 million.



Proposed Changes to Decommissioning Trust Fund Contributions in 2023

John Thurber, Director – Treasury & Financial Operations

Decommissioning Funding Summary

- In February 1983, the District's Board of Directors authorized a plan for normal decommissioning of the Fort Calhoun Station. The District began its decommissioning accrual and funding in July 1983
- On June 27, 1988, the NRC published its rule for financial assurance of decommissioning of nuclear facilities
- In 1989, the District developed a new funding plan and a trust agreement which was accepted by the NRC in 1990
- During 1992, the District received a detailed study on the estimate to fully decommission the Fort Calhoun Station. At that time, the District started funding a supplemental trust to fund decommissioning costs above the NRC required amounts

Modeling Decommissioning Funding

- OPPD uses an actuarial modeling process to determine the annual contributions to the decommissioning funds
- The modeling assumptions include:
 - Future contribution expectations
 - Projected interest earnings
 - Projected inflation rates
 - Decommissioning expense expectations
- Assumptions are adjusted annually to assure the decommissioning funds have adequate assets to cover all future expenses

Current Funded Status

- As of December 31, 2022, the market value of the funds was \$534.9 million.
- An annual Decommissioning Cost Estimate (“DCE”) provides an estimate of remaining Decommissioning costs
- The 2023 DCE estimated costs through 2060:

DECON Decommissioning Cost Estimate (2022 Dollars)			
License Termination	Spent Fuel	Site Restoration	Total
\$335,880,518	\$328,552,609	\$20,976,981	\$685,410,107

- An annual actuarial analysis has been performed to determine the funded status at the end of decommissioning. The inputs for the model have fluctuated but in all prior years the model has shown a fully funded or overfunded status.
- Decommissioning contributions have required funding through rates.

Department of Energy (“DOE”) Spent Fuel Cost Recovery

- The District, as well as other nuclear generating stations, previously paid the DOE for anticipated disposal costs associated with used nuclear fuel
- Since DOE failed to develop a long-term disposal solution, the spent nuclear fuel must be stored on site
- DOE is responsible for storage related costs ‘but for’ their failure to perform
- OPPD submits these costs annually for DOE review and determination of allowable costs
- The District received its first reimbursement associated with spent fuel storage after commencing decommissioning in 2021 for costs incurred from 2017-2019
- The District subsequently received reimbursement for 2020 and 2021 allowed costs in 2022
- Based on allowed costs to date, OPPD expects to receive 46-81% of total projected used fuel costs annually from the DOE

Contribution Modeling Assumptions

- In 2023, updated the assumption of future DOE reimbursements for spent fuel costs
 - In prior years' analysis, DOE reimbursements were not factored into modeling
 - Recent DOE settlements have allowed for spent fuel reimbursements to be included in the model
- Analysis assumes the first three months of contributions from the 2023 corporate operating plan, which is \$18.5 million
- Analysis also includes, as a contribution, the 2021 DOE spent fuel reimbursement received in January 2023 of \$5.5 million
- DOE reimbursement estimates from 2023-2060 vary from 46-81% of spent fuel costs
 - The model is dependent upon these spent fuel reimbursement assumptions. Without them, the model would show an underfunded status and the District would need to fund from revenues

Model Results

- Based on various scenarios with differing earnings and inflation rates, the projected Decommissioning Trust fund in 2060 is most likely overfunded at a minimum of \$20 million
 - The model is dependent upon expected spent fuel reimbursements. Without them, the model would show an underfunded status and the District would need to fund from revenues.
- The Decommissioning Trust Fund would reach fully funded status at year-end 2042 if the estimated projections of spent fuel reimbursements were contributed annually until that point

Probabilistic Modeling Results

- Developed a probabilistic cash flow model running a Monte Carlo simulation with 5,000 iterations. Probability of sufficient decommissioning funding in 2060 based on varying spent fuel reimbursement ranges
- The model indicates a very high probability of an overfunded status for decommissioning costs at year-end 2060 based on expectations for DOE spent fuel reimbursements

Recommendation

- Discontinue the monthly contribution from the Revenue Fund to the Decommissioning Trust Fund of \$6.158 million after the March 2023 contribution. Contributions are currently being funded from retail revenues.
- An annual contribution would replace the monthly contribution and would equal what is received in DOE spent fuel reimbursements
- Annual analysis of the funded status will continue and OPPD will continue to make the necessary contributions regardless of DOE reimbursement status
- The remaining budgeted nine-month contribution amount of \$55.4 million will be used for other District needs, which will be determined at a future date



Pre-Committee Agenda

SYSTEM MANAGEMENT & NUCLEAR OVERSIGHT
PRE-COMMITTEE MEETING
WEBEX VIDEOCONFERENCE
Apr 5, 2023, 4:00 – 5:30 P.M.

1. Safety Briefing (Pohl – 2 min)
 - a. Objective: Promote awareness of current safety focus.
2. SD-4: Reliability Monitoring Report (Via – 10 min)
 - a. Objective: Collect comments on the SD-4 Monitoring Report and discuss recommendation for approval.
3. Power with Purpose (PwP) Project Update (Via – 20 min)
 - a. Objective: Provide a status update on PwP projects and potential schedule delay implications.
4. Near Term Generation Update (Underwood – 40 min)
 - a. Objective: Provide information on the implications to serve a rapidly growing community.
5. Nebraska City Station (NCS) Operations Update (Via – 10 min)
 - a. Objective: To create awareness of an operational item and potential next steps.
6. April Board Approval Items (Via – 5 min)
 - a. Objective: Review board approval items.
7. Summary (Pohl – 3 min)
 - a. Objective: Summarize direction provided by the committee.



Board Action

BOARD OF DIRECTORS

April 18, 2023

ITEM

Nebraska City Station Unit 1 Reheater Outlet Header Materials

PURPOSE

Board of Directors authorization to reject the proposals received for RFP No. 6035, and for the District to enter into a negotiated contract for purchase of a replacement reheater outlet header, tubing and associated piping for the Nebraska City Station Unit 1 boiler.

FACTS

- a. The reheater outlet header of the Nebraska City Station Unit 1 boiler has been evaluated and will be replaced to maintain unit reliability.
- b. The District requested bids for the design, fabrication and supply of the replacement reheater outlet header, tubing and associated piping materials under RFP No. 6035.
- c. Installation labor will be provided separate from this contract.
- d. Two proposals were received and both were determined to be legally non-responsive.

ACTION

Authorization by the Board of Directors to reject all proposals received for RFP No. 6035 and allow District Management to enter into a negotiated contract.

RECOMMENDED:

DocuSigned by:

181107221FA24AE...
Troy R. Via
Vice President – Utility Operations
and Chief Operating Officer

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

4G399FD6E56247E...
L. Javier Fernandez
President and Chief Executive Officer

TRV:sjh

Attachments: Letter of Recommendation
Tabulation of Bids
Legal Opinion
Resolution

Nebraska City Station Unit 1 Reheater Outlet Header Replacement




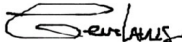
Reheater Outlet Header



Reheater Outlet Header Inspection



Reheater Header
with Tube Assemblies

<p>TABULATION OF BIDS Opened at 2:00 p.m., C.D.T., Wednesday, March 15, 2023, in Omaha, Nebraska</p>		<p align="center">REQUEST FOR PROPOSAL NO. 6035</p> <p align="center">Nebraska City Station Unit 1 Reheater Outlet Header Materials</p>		<p align="right">DocuSigned by:  C171422F70EE422... Director Supply Chain Management</p>	
<p align="center">Anticipated Award Date April 20, 2023</p>				<p align="right">  Compiled by and Certified Correct</p>	
<p align="center">ENGINEER'S ESTIMATE</p> <p align="center"><u>\$1,100,000.00</u></p>					
		BIDDER'S NAME & ADDRESS			
<p align="center">BID ITEM</p>		<p align="center">Chanute Manufacturing Company 5727 S. Lewis Ave, Suite 600 Tulsa, OK 74015</p>	<p align="center">GE Steam Power, Inc 200 Great Pond Dr Windsor, CT 06095</p>		
		<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>	
1.	<p><u>Proposal Price(S)</u></p> <p>Base Bid Lump Sum Firm Price</p> <p>Header Manway Adder</p>	<p><u>\$1,149,252.00</u></p> <p><u>\$35,317.00</u></p>	<p><u>\$1,395,325.00</u></p> <p><u>\$13,820.00</u></p>	<p>_____</p> <p>_____</p>	
2.	<p><u>Completion Guarantee(s)</u></p> <p>Item Delivery: March 15, 2024</p>	<p><u>Guaranteed Completion Date</u></p> <p><u>March 25, 2024</u></p>	<p><u>Guaranteed Completion Date</u></p> <p><u>March 15, 2024</u></p>	<p><u>Guaranteed Completion Date</u></p> <p>_____</p>	



MEMORANDUM

DATE: April 6, 2023

UO-2023-004

FROM: S.A. Eidem

TO: T.R. Via

SUBJECT: Nebraska City Station Unit 1 Reheater Outlet Header Materials

1.00 GENERAL

Request for Proposal (RFP) No. 6035 is for the material design, fabrication, and procurement contract to replace the reheater outlet header/tubing assemblies and associated piping of the Nebraska City Station Unit 1 (NC1) boiler. This contract does not include installation.

The NC1 reheater outlet header assembly, associated tube stubs and a short section of piping is original equipment with commercial operation starting in 1979. The reheater outlet header and tube assemblies were evaluated and require replacement to maintain unit reliability. Loose tubing located in the reheater outlet header doghouse is included in this contract to facilitate construction rigging activities. A short section of piping is included in this contract for the construction pipe to header tie-in location. A manway is being installed on the end of the header for periodic internal condition assessments of the header.

Two proposals were submitted and opened in response to the RFP on March 15, 2023. The Engineer's Estimate at the time of bid opening was \$1,100,000. The proposal prices are as follows:

COMPANY	BASE BID PRICE	HEADER MANWAY ADDER
Chanute Manufacturing Company	\$1,149,252.00	\$35,317.00
GE Steam Power, Inc.	\$1,395,325.00	\$13,820.00

2.00 COMPLIANCE WITH CONTRACT TERMS AND CONDITIONS

OPPPO's legal counsel noted the proposal received from GE Steam Power, Inc. (GE) is legally non-responsive due to substantial revisions to the RFP terms including preprinted standard terms and conditions, several commercial exceptions and a provision stating the GE proposal is subject to "prior sale" before the Board of Directors acts on the RFP.

OPPD's legal counsel noted the proposal received from Chanute Manufacturing Company (Chanute) is materially non-responsive due to the proposal stating it is only valid for 30 days which expires before the Board of Directors acts on the RFP.

3.00 COMPLIANCE WITH TECHNICAL REQUIREMENTS

The proposals received were determined to comply with the technical requirements and were economically evaluated.

4.00 RECOMMENDATION

Based on the non-compliance with the legal requirements of this RFP, it is recommended that all proposals received for RFP No. 6035 be rejected by the Board of Directors and that District Management be authorized to enter into a negotiated contract.

Scott A. Eidem EIDEM, SCOTT A  Digitally signed by EIDEM, SCOTT A
DN: E=saeidem@oppd.com,
CN="EIDEM, SCOTT A", OU=Accounts,
DC=oppd, DC=oppd-ds, DC=com
Date: 2023.04.06 11:12:28 -0500

S.A. Eidem, P.E.
Director, Engineering Services
Utility Operations



Stephen M. Bruckner
ATTORNEY
402.978.5225
sbruckner@fraserstryker.com
fraserstryker.com

March 21, 2023

Omaha Public Power District
444 South 16th Street
Omaha, NE 68102

RE: Request for Proposal No. 6035 – NC1 Reheater Outlet Header Replacement Materials
("RFP No. 6035")

Ladies and Gentlemen:

We have reviewed the two (2) proposals received in response to the District's RFP No. 6035 and provide the following legal opinion.

The proposal of GE Steam Power, Inc. ("GE") includes a provision stating that the GE proposal is subject to "prior sale" before the Board of Directors acts on this RFP. The GE proposal also includes preprinted standard terms and conditions and several commercial exceptions to the contract documents, including a modified liquidated damages provision and revised terms that would increase the contract price in the event of inflation. It is our opinion that these substantial revisions to the District's requested RFP terms render the GE proposal legally non-responsive, and the GE proposal shall not be considered by the Board of Directors for the award of this contract.

The proposal of Chanute Manufacturing Company ("Chanute") states that the proposal is valid for 30 days. I have been informed that the District requested a letter of clarification from Chanute stating that its proposal will remain open through the date of the applicable Board meeting and contract execution date, but Chanute declined to do so. Therefore, the Chanute proposal is materially non-responsive to the contract documents and cannot receive further consideration for the award of this contract.

Section 70-637(5) of the Nebraska Revised Statutes authorizes the Board of Directors to reject all bids if they are non-responsive to the contract documents or exceed the fair market value of the RFP's subject matter. Accordingly, the Board of Directors may reject both proposals for RFP No. 6035 and authorize Management to negotiate an acceptable contract. We recommend that the final contract documents be reviewed and approved by the District's General Counsel.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Stephen M. Bruckner', written over a light blue horizontal line.

Stephen M. Bruckner
FOR THE FIRM

SMB:sac
2978381

Fraser Stryker PC LLO

500 Energy Plaza, 409 South 17th Street, Omaha, NE 68102 — TEL: 402.341.6000 — FAX: 402.341.8290



Moody/Via

DRAFT
RESOLUTION NO. xxxx

WHEREAS, sealed bids were requested and advertised, as required by law, for the following:

REQUEST FOR PROPOSAL (RFP) NO. 6035
NEBRASKA CITY STATION UNIT 1 REHEATER OUTLET HEADER MATERIALS

WHEREAS, bids were received and opened at the time and place mentioned in the published notices and the Director – Supply Chain Management supervised the tabulations, which have been submitted to this Board; and

WHEREAS, the Board of Directors has carefully considered the bids submitted, as well as the recommendations of the District’s Management and General Counsel; and

WHEREAS, Section 70-637 of the Nebraska Revised Statutes authorizes the District’s Board of Directors to reject proposals if they are not responsive to the Request for Proposals, and to authorize Management to pursue a negotiated contract without compliance with the sealed bidding provisions of Section 70-637 through 70-639; and

WHEREAS, the Board of Directors concurs with Management’s recommendation that the two proposals received for RFP No. 6035 are technically and/or legally non-responsive.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that all proposals received in response to Request for Proposal No. 6035 are rejected and Management is authorized to negotiate and enter into a contract or contracts for the procurement of a replacement reheater outlet header, tubing and associated piping for the Nebraska City Station Unit 1 boiler, subject to review and approval of the final contract(s) by the District’s General Counsel.



Board Action

BOARD OF DIRECTORS

April 18, 2023

ITEM

Award RFP No. 6040 Bennington Expansion Substation and Transmission Steel Structures

PURPOSE

Board of Directors authorization to award a contract for galvanized steel transmission and substation structures for a new substation to support growing load and reliability in the Bennington area.

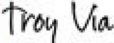
FACTS

- a. A new substation near Bennington is needed for load growth and reliability in the area.
- b. Approximately 2.8 miles of 161kV overhead transmission line is required to interconnect the new substation.
- c. Five (5) proposals were received. All five (5) proposals are legally responsive, and one (1) is technically responsive.
- d. Construction of the lines will begin in March 2024 and conclude by June 2024.

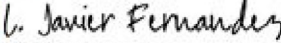
ACTION

Authorization by the Board to award a contract for RFP No. 6040 Bennington Expansion Substation and Transmission Steel Structures to Arcosa - Meyer Utility Structures for the evaluated amount of Two Million, Five Hundred Ninety-Nine Thousand, Two Hundred Thirty-One dollars (\$2,599,231.00).

RECOMMENDED:

DocuSigned by:

 Troy R. Via
 Chief Operating Officer and
 Vice President – Utility Operations

APPROVED FOR BOARD CONSIDERATION:

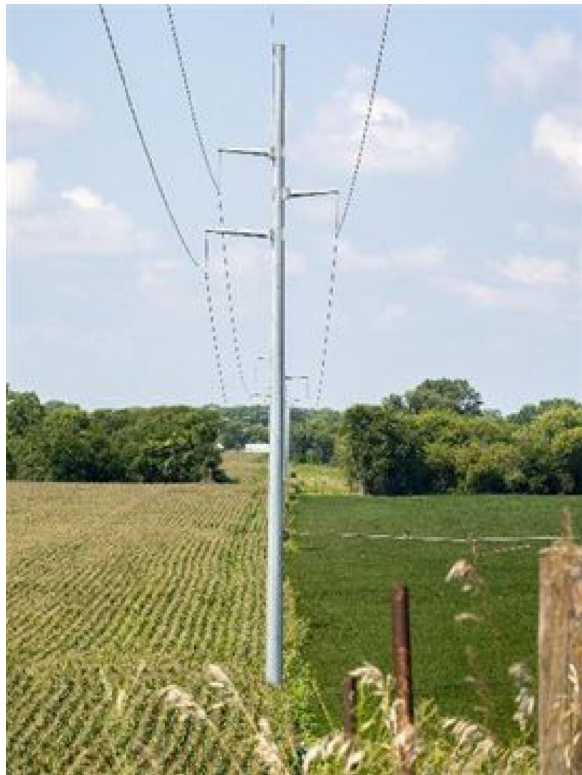
DocuSigned by:

 L. Javier Fernandez
 President and Chief Executive Officer

TRV:sjh

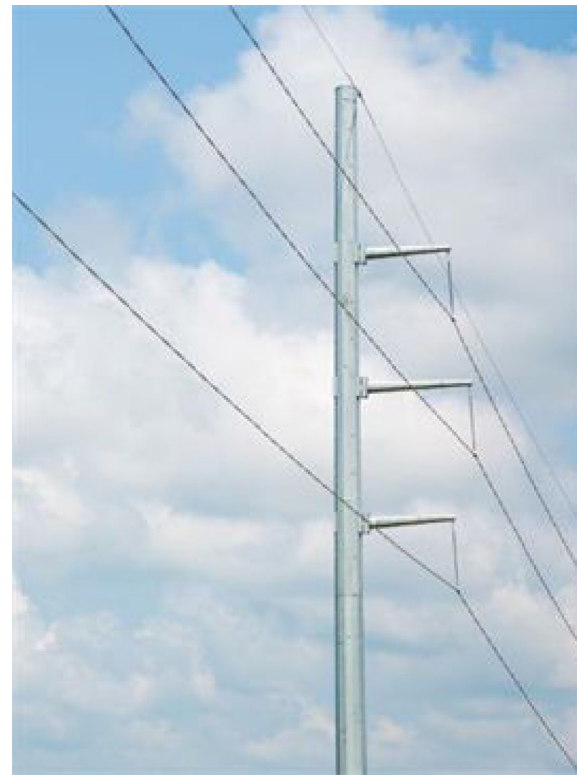
Attachments: Analysis of Proposals
 Tabulation of Bids
 Legal Opinion
 Resolution

161kV Transmission Structure Example

Delta Tangent Structures (cross country)
Generally 100' - 130' tall



Vertical Tangent Structures (road side)
130' tall Average





MEMORANDUM

Date: April 7, 2023

From: D. D. Buelt

To: T. R. Via

RFP No. 6040

“Bennington Expansion Substation and Transmission Steel Structures, RFP No. 6040”
Analysis of Proposals

1.00 GENERAL

RFP No. 6040 was advertised for bid on February 16, 2023.

This contract will procure galvanized steel transmission and substation structures for a new substation to support growing load and increase the reliability in the Bennington area.

Anchor bolts were requested to be delivered by November 20, 2023. Structures were requested to be delivered by December 18, 2023.

One (1) Letters of Clarification (LOC) was issued, it answered a general question about an engineering design choice. No addendums were issued for this RFP.

Proposals were requested and opened at 2:00 p.m., C.S.T., Thursday, March 16, 2023.

Engineer's Estimate was \$ 2,525,200.00

Five (5) total proposals were received. The proposals received are summarized in the table below:

Bidder	Lump Sum Firm Price	Legally Responsive	Technically Responsive
Grid Structures	\$ 2,591,749.00	Yes	No
Arcosa - Meyer Utility Structures	\$ 2,599,231.00	Yes	Yes
Klute	\$ 2,604,028.42	Yes	No
Trans American Power Products	\$ 2,720,659.00	Yes	No
Valmont	\$ 3,010,256.00	Yes	No

T.R. Via
April 7, 2023
Page 2 of 2

2.00 COMPLIANCE WITH CONTRACT TERMS AND GENERAL REQUIREMENTS

The district's legal counsel determined that all five (5) proposals were legally responsive, subject to technical and economic evaluation:

The proposal from Valmont is deemed legally responsive. However, a letter of clarification must be obtained from Valmont to ensure District's contract documents governs the standard terms included with their proposal.

The proposal from Arcosa-Meyer Utility Structures submits clarifications to some contract terms and some technical clarifications, these are subject to the District's evaluation of whether or not they are acceptable. They also stated that pricing for their proposal is firm only for six (6) months and subject the District to seek a letter of clarification stating that the pricing in the proposal will be honored. A letter of clarification was received from Arcosa-Meyer Utility Structures on March 24, 2023, and they confirmed pricing through the delivery dates of structures.

The proposals from Trans American Power Products, Klute, Inc., and Grid Structures LLC were deemed legally responsive and do not submit any exceptions to the contract.

3.00 COMPLIANCE WITH TECHNICAL REQUIREMENTS

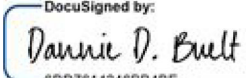
The proposals from Valmont, Klute, Inc., and TransAmerica Power Products were not considered for a technical review as they will not meet the delivery dates. They are deemed technically non-responsive for failure to meet those dates.

The proposal received from Grid Structures has several technical deficiencies requiring it to be deemed technically non-responsive.


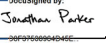
The proposal from Arcosa - Meyer Utility Structures is deemed to be technically responsive.


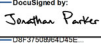
4.00 RECOMMENDATION

On the basis of compliance with the legal and technical requirements of the specifications, cost evaluations performed, and guaranteed completion dates, it is recommended that RFP No. 6040 Bennington Expansion Substation and Transmission Steel Structures be awarded to Arcosa - Meyer Utility Structures for the evaluated amount Two Million, Five Hundred Ninety-Nine Thousand, Two Hundred Thirty-One dollars (\$2,599,231.00).

DocuSigned by:

60D7614246BB48E

Dannie Buel, P.E.
Director Engineering
Utility Operations

<p style="text-align: center;">TABULATION OF BIDS Opened at 2:00 p.m., C.S.T., Tuesday, March 16, 2023, in Omaha, Nebraska</p> <hr/> <p style="text-align: center;">Anticipated Award Date April 20, 2023</p> <hr/> <p style="text-align: center;">ENGINEER'S ESTIMATE</p> <p style="text-align: center;">\$2,525,200.00</p>	<p>REQUEST FOR PROPOSAL NO. 6040 Bennington Expansion Substation and Transmission Structures</p>			<p><small>DocuSigned by:</small>  <small>C171422F70EE422...</small></p> <hr/> <p>Director Supply Chain Management</p> <hr/> <p><small>DocuSigned by:</small>  <small>38F97688990404E...</small></p> <hr/> <p>Compiled by and Certified Correct</p>
<p>BID ITEM</p>	<p>BIDDER'S NAME & ADDRESS</p>			
	<p>Grid Structures, LLC 13040 Foulks Lane Amite City, LA 70422</p>	<p>Arcosa - Meyer Utility Structures 6750 Lenox Center, Suite 400 Memphis, TN 38115</p>	<p>Klute Inc. 1313 Road G York, NE 68467</p>	
<p>1. Price Proposal:</p> <p>a. Firm price to furnish F.O.B. shipping point, galvanized steel transmission structures as specified in "Section V – Unit Prices"</p> <p>b. Firm price for freight charge for delivery of all galvanized steel transmission structures above F.O.B. to OPPD</p> <p>2. Completion Guarantee: Anchor Bolt Cage Delivery: November 20, 2023 Structure Delivery: December 18, 2023</p>	<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>	
	<p><u>\$2,591,749.00</u></p> <p><u>\$2,591,749.00</u></p> <p><u>Guaranteed Delivery Date</u> <u>11/20/2023</u> <u>12/18/23</u></p>	<p><u>\$2,599,231.00</u></p> <p><u>Included in structure pricing</u></p> <p><u>Guaranteed Delivery Date</u> <u>As required - Shipment 29 weeks ARO</u> <u>As required - Shipment 32-33 weeks ARO</u></p>	<p><u>\$2,604,028.42</u></p> <p><u>\$49,380.00</u></p> <p><u>Guaranteed Delivery Date</u> <u>11/20/2023</u> <u>05/13/2024</u></p>	

<p style="text-align: center;">TABULATION OF BIDS Opened at 2:00 p.m., C.S.T., Tuesday, March 16, 2023, in Omaha, Nebraska</p> <hr/> <p style="text-align: center;">Anticipated Award Date April 20, 2023</p> <hr/> <p style="text-align: center;">ENGINEER'S ESTIMATE</p> <p style="text-align: center;">\$2,525,200.00</p>	<p>REQUEST FOR PROPOSAL NO. 6040 Bennington Expansion Substation and Transmission Structures</p>		<p><small>DocuSigned by:</small>  <small>C17142F78EE422...</small></p> <hr/> <p>Director Supply Chain Management</p> <p><small>DocuSigned by:</small>  <small>198F275088E143E...</small></p> <hr/> <p>Compiled by and Certified Correct</p>
<p>BID ITEM</p>	<p>BIDDER'S NAME & ADDRESS</p>		
	<p>TAPP, Inc. 2427 Kelly Lane Houston, TX 77066</p>	<p>Valmont Industries, Inc. 28800 Ida Street Valley, NE 68064</p>	
<p>1. Price Proposal:</p> <p>a. Firm price to furnish F.O.B. shipping point, galvanized steel transmission structures as specified in "Section V – Unit Prices"</p> <p>b. Firm price for freight charge for delivery of all galvanized steel transmission structures above F.O.B. to OPPD</p> <p>2. Completion Guarantee: Anchor Bolt Cage Delivery: November 20, 2023 Structure Delivery: December 18, 2023</p>	<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>
	<p><u>\$2,720,659.00</u></p> <p><u>\$147.00.00</u></p> <p><u>Guaranteed Delivery Date</u> <u>November 20, 2023</u> <u>April 17, 2024</u></p>	<p><u>\$3,010,256.00</u></p> <p><u>\$ Included with structures</u></p> <p><u>Guaranteed Delivery Date</u> <u>18-20 Weeks ARO & Design Approvals</u> <u>37-39 Weeks ARO & Design Approvals</u></p>	



Stephen M. Bruckner
ATTORNEY
402.978.5225
sbruckner@fraserstryker.com
fraserstryker.com

March 21, 2022

Omaha Public Power District
444 South 16th Street
Omaha, NE 68102

RE: Request for Proposal No. 6040 – Bennington Expansion Substation and Transmission Steel Structures ("RFP No. 6040")

Ladies and Gentlemen:

We have reviewed the five (5) proposals received in response to the District's RFP No. 6040 and provide the following legal opinion.

The proposal of TransAmerica Power Products did not acknowledge receipt of the District's letter of clarification No. 1. A letter should be received from TAPP acknowledging receipt of the District's letter of clarification.

The proposal of Valmont Industries submits "standard terms" with the proposal. However, for this sealed bid contract, the District's contract documents must govern. Therefore, if the Valmont proposal is to be considered, a letter of clarification must be obtained from Valmont withdrawing the standard terms included with this proposal.

The proposal of Arcosa-Meyer Utility Structures states that the pricing for its proposal remains firm only for six months. If this proposal is to receive consideration, the District must obtain a letter of clarification stating that the pricing set forth in the proposal will be honored if Arcosa-Meyer is awarded this contract (although a specified escalation formula is acceptable). Additionally, Arcosa-Meyer includes technical clarifications for the District to evaluate, and also includes revisions to several provisions of the District's procurement agreement. We have evaluated those revisions and do not deem them materially non-responsive. They are subject to the District's economic evaluation.

The proposals of Grid Structures LLC and Klute, Inc. do not contain exceptions to the contract documents.

Subject to the foregoing comments and the District's technical and economic evaluation, the five proposals received in response to the District's RFP No. 6040 may be considered by the District's Board of Directors for the award of this contract. The form of performance and payment bond for the successful bidder also must be approved by the Board.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Stephen M. Bruckner', written over a light blue horizontal line.

Stephen M. Bruckner
FOR THE FIRM

SMB:sac
2978392

Fraser Stryker PC LLO

500 Energy Plaza, 409 South 17th Street, Omaha, NE 68102 — TEL: 402.341.6000 — FAX: 402.341.8290



Moody/Via

RESOLUTION NO. XXXX

WHEREAS, sealed bids were requested and advertised, as required by law, for the following:

**REQUEST FOR PROPOSAL (RFP) NO. 6040
BENNINGTON EXPANSION SUBSTATION AND TRANSMISSION STEEL STRUCTURES**

WHEREAS, bids were received and opened at the time and place mentioned in the published notices and the Director – Supply Chain Management supervised the tabulations, which have been submitted to this Board; and

WHEREAS, the Board of Directors has carefully considered the bids submitted, as well as the recommendations of the District's Management and General Counsel.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the proposal of Arcosa – Meyer Utility Structures in the amount of \$2,599,231.00 for the procurement of galvanized steel transmission and substation structures pursuant to Request for Proposal No. 6040 is hereby accepted, and the form of payment and performance bond of such bidder is approved.



Board Action

BOARD OF DIRECTORS

April 18, 2023

ITEM

Award RFP No. 6043 "161-13.8-13.8kV 40/53.3/67(75) MVA OLTC Transformer"

PURPOSE

Board of Directors authorization to reject the proposals received for RFP No. 6043, and for the District to enter into a negotiated contract for a multi-year 161-13.8-13.8kV 40/53.3/67(75) MVA OLTC Transformer Contract to support reliability and load growth in developing areas of the community.

FACTS

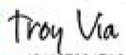
- a. The 161-13.8-13.8kV 40/53.3/67(75)MVA OLTC Transformers are required to support growth projects, spare inventory, and asset management replacements. This contract will initially procure a quantity of one (1) 161-13.8-13.8kV 75 MVA transformer to support load growth in Washington County.
- b. Desired contract will be for an initial term of one (1) year with the option to renew up to four (4) additional one (1) year terms with an acceptable escalation/de-escalation formula based on identified indices.
- c. Four (4) proposals were received; three (3) were legally responsive and zero (0) are technically responsive.
- d. Desired delivery of the 161-13.8-13.8kV 40/53.3/67(75)MVA OLTC Transformer is March 2025.

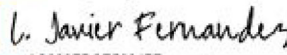
ACTION

Authorization by the Board to reject all proposals received for RFP No. 6043 "161-13.8-13.8kV 40/53.3/67(75) MVA OLTC Transformer" and allow District Management to enter into a negotiated contract.

RECOMMENDED:

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

 Troy R. Via
 Chief Operating Officer and
 Vice President – Utility Operations

DocuSigned by:

 L. Javier Fernandez
 President and Chief Executive Officer

TRV:jgb

- Attachments: Analysis of Proposals
 Tabulation of Bids
 Legal Opinion
 Resolution

161-13.8-13.8kV 40/53.3/67(75)MVA OLTC Transformer





MEMORANDUM

Date: April 7, 2023

From: D. D. Buelt

To: T. R. Via

RFP No. 6043
 “161-13.8-13.8kV 40/53.3/67(75) MVA OLTC Transformer”
Analysis of Proposals

1.00 GENERAL

RFP No. 6043 was advertised for bid on February 16, 2023.

RFP No. 6043 provides the opportunity to purchase 161-13.8-13.8kV 75MVA transformers for an initial term of one (1) year with the option to renew up to four (4) additional one (1) year terms pursuant to the escalation/de-escalation provisions. OPPD will initially procure a quantity of one (1) 161-13.8-13.8kV 75MVA transformer to support load growth in the Washington County area with a desired delivery date of March 2025.

No Letters of Clarification (LOC) or addendums were issued for this RFP.

Proposals were requested and opened at 2:00 p.m., C.D.T., Thursday, March 16, 2023.

Engineer’s Estimate was \$ 2,500,000.00

Four (4) total proposals were received. The proposals received are summarized in the table below:

Bidder	Lump Sum Firm Price	Legally Responsive	Technically Responsive
Pennsylvania Transformer Technology, Inc.	\$2,926,793.00	No	No
WEG Transformer USA	\$3,608,758.00	Yes	No
Delta Star, Inc	\$4,200,035.00	Yes	No
Hitachi Energy USA Inc.	\$5,395,000.00	Yes	No

2.00 COMPLIANCE WITH CONTRACT TERMS AND GENERAL REQUIREMENTS

OPPD’s legal counsel noted the proposal of Pennsylvania Transformer (“PTTI”) states that its proposal is valid only for 30 days. After the bid opening, PTTI sent a letter to OPPD stating that PTTI would allow its bid to expire after 30 days, which is before the date of the April Board meeting. Therefore, the PTTI proposal is legally non-responsive to the contract documents and cannot be considered for the award of this contract.

T. R. Via
April 7, 2023
Page 2 of 2

The proposal of WEG includes a guaranteed completion date of "95-100 weeks after receipt of order." In order to determine the guaranteed date, the District must assume the latest period identified in the response. WEG also has included pre-printed standard terms that must be withdrawn, because the District's contract documents, subject to revisions, are the governing documents for this RFP. WEG has taken certain exceptions to the RFP's commercial terms, including proposing revised limits on liquidated damages and cancellation charges, which are subject to economic evaluation. WEG also submits technical exceptions that must be evaluated by the District.

The proposal from Hitachi includes a guaranteed completion date that is "120-124 weeks after receipt of an order." As noted with respect to the WEG proposal, the District will have to assume the latest date in determining the guaranteed completion date from Hitachi. Hitachi has included pre-printed standard terms that must be withdrawn through a letter of clarification. Hitachi also has proposed a price escalation policy as well as different payment and warranty terms, and a cancellation schedule. Those terms are subject to the District's evaluation.

The Delta Star proposal specifies a guaranteed completion date of 170-178 weeks after receipt of an order, and, as noted above, this date must be calculated based on the latest time set forth in the proposal. The Delta Star proposal also includes standard terms that must be withdrawn through a letter of clarification, and proposes revisions to the cancellation charges, warranty, and escalation provisions of the contract documents. Those revisions are subject to the District's evaluation.

Subject to the foregoing comments and the District's technical and economic evaluation, the proposals of WEG, Hitachi, and Delta Star may be considered by the District's Board of Directors for the award of this contract; the proposal of Pennsylvania Transformer is legally non-responsive and may not be considered.

3.00 COMPLIANCE WITH TECHNICAL REQUIREMENTS

The proposal received from Pennsylvania Transformer Technology, Inc. had several technical deficiencies requiring it to be deemed technically non-responsive.

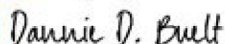
The proposal from WEG Transformer USA had several technical deficiencies requiring it to be deemed technically non-responsive.

The proposal from Hitachi Energy did not provide the required technical details requiring it to be deemed technically non-responsive.



The proposal from Delta Star, Inc. had several technical deficiencies requiring it to be deemed technically non-responsive.



4.00 RECOMMENDATION

On the basis of compliance with the legal and technical requirements, it is recommended that all proposals received for RFP No. 6043 "161-13.8-13.8kV 40/53.3/67(75) MVA OLTC Transformer" be rejected by the Board of Directors and that District Management be authorized to enter into a negotiated contract.



Dannie Buelt, P.E.
Director Engineering
Utility Operations

<p>TABULATION OF BIDS Opened at 2:00 p.m., C.D.T., Thursday, March 16, 2023, in Omaha, Nebraska</p>		<p>REQUEST FOR PROPOSAL NO. 6043</p> <p>161-13.8-13.8kv 40/53.3/67(75)MVA OLTC Transformer</p>		<p>DocuSigned by:  C171422F76EE422... Director</p>	
<p>Anticipated Award Date April 20, 2023</p>				<p>Supply Chain Management  5EC5B86907EE4F6... Compiled by and Certified Correct</p>	
<p>ENGINEER'S ESTIMATE</p> <p><u>\$2,500,000.00</u></p>					
		BIDDER'S NAME & ADDRESS			
BID ITEM		Pennsylvania Transformer Technology, Inc 30 Curry Ave Canonsburg, PA 15317	WEG Transformer USA 6050 Weg Drive Washington, MO 63090	Delta Star, Inc 3550 Mayflower Drive Lynchburg, VA 24501	
		SUPPLIER'S BID	SUPPLIER'S BID	SUPPLIER'S BID	
1.	<u>Proposal Price(S)</u>				
	Total Bid Price (A+B+C)	<u>\$2,926,793.00</u>	<u>\$3,608,758.00</u>	<u>\$4,200,035.00</u>	
2.	<u>Delivery Guarantee(s)</u>	<u>Guaranteed Delivery Date</u>	<u>Guaranteed Delivery Date</u>	<u>Guaranteed Delivery Date</u>	
	Delivery to OPPD Site 1 : March 1, 2025	<u>March 1, 2025</u>	<u>95-100 Weeks ARO</u>	<u>170-178 Weeks ARO</u>	

<p>TABULATION OF BIDS Opened at 2:00 p.m., C.D.T., Thursday, March 16, 2023, in Omaha, Nebraska</p>		<p>REQUEST FOR PROPOSAL NO. 6043</p> <p>161-13.8-13.8kv 40/53.3/67(75)MVA OLTC Transformer</p>		<p>DocuSigned by:  C171422F76EE422... Director</p>	
<p>Anticipated Award Date April 20, 2023</p>				<p>DocuSigned by:  5E2E888007E1E5... Supply Chain Management</p>	
<p>ENGINEER'S ESTIMATE</p> <p><u>\$2,500,000.00</u></p>				<p>Compiled by and Certified Correct</p>	
<p>BID ITEM</p>		<p>BIDDER'S NAME & ADDRESS</p>			
		<p>Hitachi Energy USA Inc 2135 Phipott Road South Boston, VA</p>			
		<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>	<p>SUPPLIER'S BID</p>	
1.	<p><u>Proposal Price(S)</u></p> <p>Total Bid Price (A+B+C)</p>	<p><u>\$5,395,000.00</u></p>	<p>_____</p>	<p>_____</p>	
2.	<p><u>Delivery Guarantee(s)</u></p> <p>Delivery to OPPD Site 1 : March 1, 2025</p>	<p><u>Guaranteed Delivery Date</u></p> <p><u>120 to 124 weeks from order award</u> <u>Ex Works*</u></p>	<p><u>Guaranteed Delivery Date</u></p> <p>_____</p>	<p><u>Guaranteed Delivery Date</u></p> <p>_____</p>	

* The guaranteed delivery date as read during the bid opening was "120 to 124 months from order award Ex Works". The actual guaranteed delivery date shown in the proposal document was "120 to 124 weeks"



Stephen M. Bruckner
ATTORNEY
402.978.5225
sbruckner@fraserstryker.com
fraserstryker.com

March 21, 2023

Omaha Public Power District
444 South 16th Street
Omaha, NE 68102

RE: Request for Proposal No. 6043 – OLTC Power Transformer ("RFP No. 6043")

Ladies and Gentlemen:

We have reviewed the four (4) proposals received in response to the District's RFP No. 6043 and provide the following legal opinion.

The proposal of Pennsylvania Transformer ("PTTI") states that its proposal is valid only for 30 days. After the bid opening, PTTI sent a letter to OPPD stating that PTTI would allow its bid to expire after 30 days, which is before the date of the April Board meeting. Therefore, the PTTI proposal is legally non-responsive to the contract documents and cannot be considered for the award of this contract.

The proposal of WEG includes a guaranteed completion date of "95-100 weeks after receipt of order." In order to determine the guaranteed date, the District must assume the latest period identified in the response. WEG also has included pre-printed standard terms that must be withdrawn, because the District's contract documents, subject to revisions, are the governing documents for this RFP. WEG has taken certain exceptions to the RFP's commercial terms, including proposing revised limits on liquidated damages and cancellation charges, which are subject to economic evaluation. WEG also submits technical exceptions that must be evaluated by the District.

The proposal from Hitachi includes a guaranteed completion date that is "120-124 weeks after receipt of an order." As noted with respect to the WEG proposal, the District will have to assume the latest date in determining the guaranteed completion date from Hitachi. Hitachi has included pre-printed standard terms that must be withdrawn through a letter of clarification. Hitachi also has proposed a price escalation policy as well as different payment and warranty terms, and a cancellation schedule. Those terms are subject to the District's evaluation.

The Delta Star proposal specifies a guaranteed completion date of 170-178 weeks after receipt of an order, and, as noted above, this date must be calculated based on the latest time set forth in the proposal. The Delta Star proposal also includes standard terms that must be withdrawn through a letter of clarification, and proposes revisions to the cancellation charges, warranty, and

Fraser Stryker PC LLO

500 Energy Plaza, 409 South 17th Street, Omaha, NE 68102 — TEL: 402.341.6000 — FAX: 402.341.8290

March 21, 2023

Page 2

escalation provisions of the contract documents. Those revisions are subject to the District's evaluation.

Subject to the foregoing comments and the District's technical and economic evaluation, the proposals of WEG, Hitachi, and Delta Star may be considered by the District's Board of Directors for the award of this contract; the proposal of Pennsylvania Transformer is legally non-responsive and may not be considered.

Alternatively, Section 70-637(5) of the Nebraska Revised Statutes authorizes the Board of Directors to reject all bids if they are non-responsive to the contract documents or exceed the fair market value of the RFP's subject matter. If this option is selected, Management may then negotiate and enter into a contract for this procurement, subject to review and approval of the final contract by General Counsel. If the Board awards a contract, the form of performance and payment bond, if any, for the successful bidder also must be approved by the Board.

Very truly yours,



Stephen M. Bruckner
FOR THE FIRM

SMB:sac
2978409.2



Moody/Via

DRAFT
RESOLUTION NO. xxxx

WHEREAS, sealed bids were requested and advertised, as required by law, for the following:

REQUEST FOR PROPOSAL (RFP) NO. 6043
161-13.8-13.8kV 40/53.3/67(75) MVA OLTC TRANSFORMER

WHEREAS, bids were received and opened at the time and place mentioned in the published notices and the Director – Supply Chain Management supervised the tabulations, which have been submitted to this Board; and

WHEREAS, the Board of Directors has carefully considered the bids submitted, as well as the recommendations of the District’s Management and General Counsel; and

WHEREAS, Section 70-637 of the Nebraska Revised Statutes authorizes the District’s Board of Directors to reject proposals if they are not responsive to the Request for Proposals, and to authorize Management to pursue a negotiated contract without compliance with the sealed bidding provisions of Section 70-637 through 70-639; and

WHEREAS, the Board of Directors concurs with Management’s recommendation that the four (4) proposals received for RFP No. 6043 are technically and/or legally non-responsive.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that all proposals received in response to Request for Proposal No. 6043 are rejected and Management is authorized to negotiate and enter into a contract or contracts for a multi-year 161-13.8-13.8kV 40/53.3/67(75) MVA OLTC Transformer to support reliability and load growth in developing areas of the community, subject to review and approval of the final contract(s) by the District’s General Counsel.



Board Action

BOARD OF DIRECTORS

April 18, 2023

ITEM

SD-4: Reliability Monitoring Report

PURPOSE

To ensure full board review, discussion and acceptance of the SD-4: Reliability Monitoring Report.

FACTS

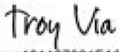
- a. The first set of Board policies was approved by the Board on July 16, 2015. A second set of Board policies was approved by the Board on October 15, 2015.
- b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process.
- c. The System Management and Nuclear Oversight Committee is responsible for evaluating Board Policy SD-4: Reliability.
- d. The System Management and Nuclear Oversight Committee has reviewed the SD-4: Reliability Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

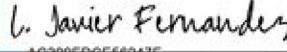
ACTION

The System Management and Nuclear Oversight Committee recommends Board approval of the SD-4: Reliability Monitoring Report.

RECOMMENDED:

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

Troy R. Via
Chief Operating Officer and
Vice President – Utility Operations

DocuSigned by:

L. Javier Fernandez
President and Chief Executive Officer

TRV:cjz

Attachments: Exhibit A – Monitoring Report
Resolution



Moody/Via

RESOLUTION NO. xxxx

WHEREAS, the Board of the Directors has determined it is in the best interest of the District, its employees, and its customer-owners to establish written policies that describe and document OPPD's corporate governance principles and procedures; and

WHEREAS, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

WHEREAS, the Board's System Management and Nuclear Oversight Committee (the "Committee") is responsible for evaluating Board Policy SD-4: Reliability on an annual basis. The Committee has reviewed the SD-4: Reliability Monitoring Report and finds OPPD to be sufficiently in compliance with the policy as stated.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Omaha Public Power District hereby accepts the SD-4: Reliability Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hereof, and finds OPPD to be sufficiently in compliance with the policy as stated.



SD-4: Reliability Monitoring Report

System Management & Nuclear Oversight Committee Report

Troy Via
COO – Utility Operations



Summary SD-4: Reliability

Generation and delivery systems must perform at a high level to provide reliable service to customer-owners. The Energy Delivery, Energy Production and Marketing, and Nuclear Business Units of OPPD contribute top reliable electric service to customer-owners.

Specifically, OPPD shall:

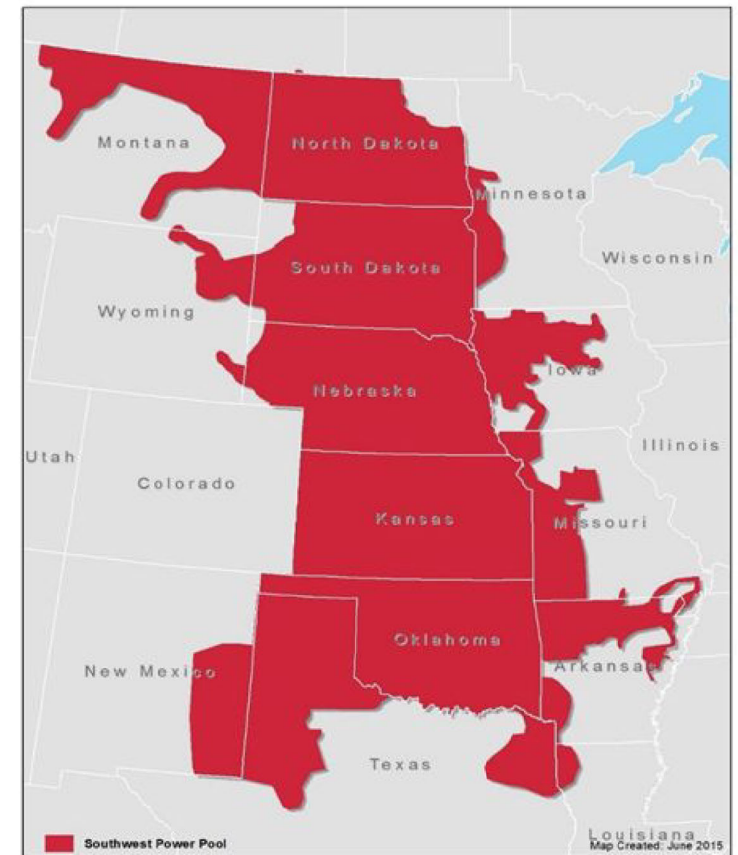
- Assure all customer energy requirements are met through the use of its generation resources and purchase power portfolio 100 percent of the time.
- Achieve generation reliability by:
 - Maintaining steam unit equivalent availability factor at or above 90% on a three year rolling average; and,
 - Maintaining unit availability above benchmark levels per industry measures such as the NERC GADS.
- Achieve electric system reliability by:
 - Limiting SAIDI to 90 minutes. This is the average outage duration per customer per year, excluding declared major storms; and,
 - Maintaining a reliable transmission and distribution system. This will be achieved through performing the necessary maintenance and upgrades in accordance with NERC standards.



OPPD shall assure generation resources and purchase power portfolio meets customer energy demand 100% of the time.

Energy Supply

- ✓ SPP real time balancing of generation and load
- ✓ SPP 112% planning reserve margin
- ✓ Transmission reservations under SPP tariff provide a firm “lane in the highway” to deliver energy to load
- ✓ Access to SPP liquid power markets



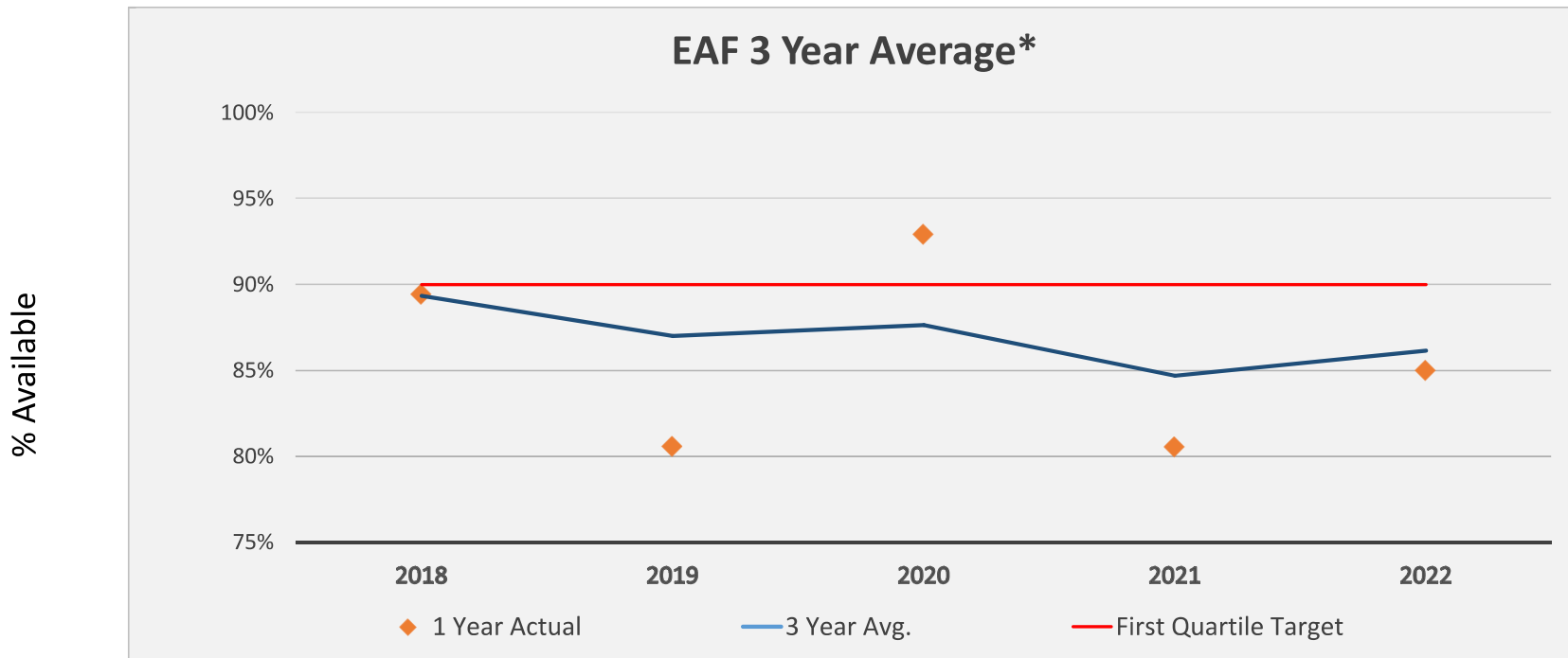


OPPD shall achieve generation reliability



Equivalent Availability Factor (EAF):

Percentage of time generation was available



2022 EAF was 86.2 %, 2nd Quartile Performance

* Coal Stations Only

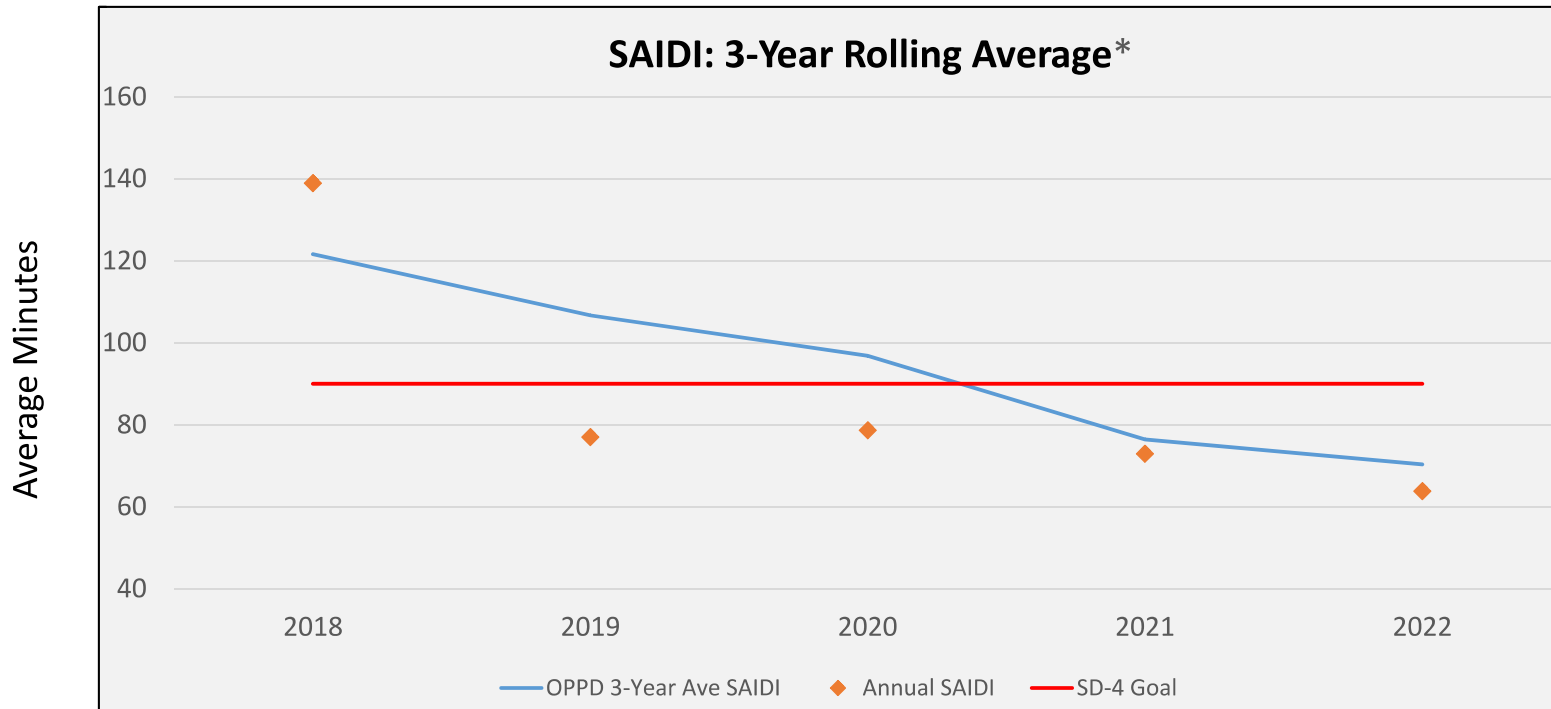


OPPD shall achieve electric system reliability



System Average Interruption Duration Index (SAIDI):

Average outage length across the system per customer



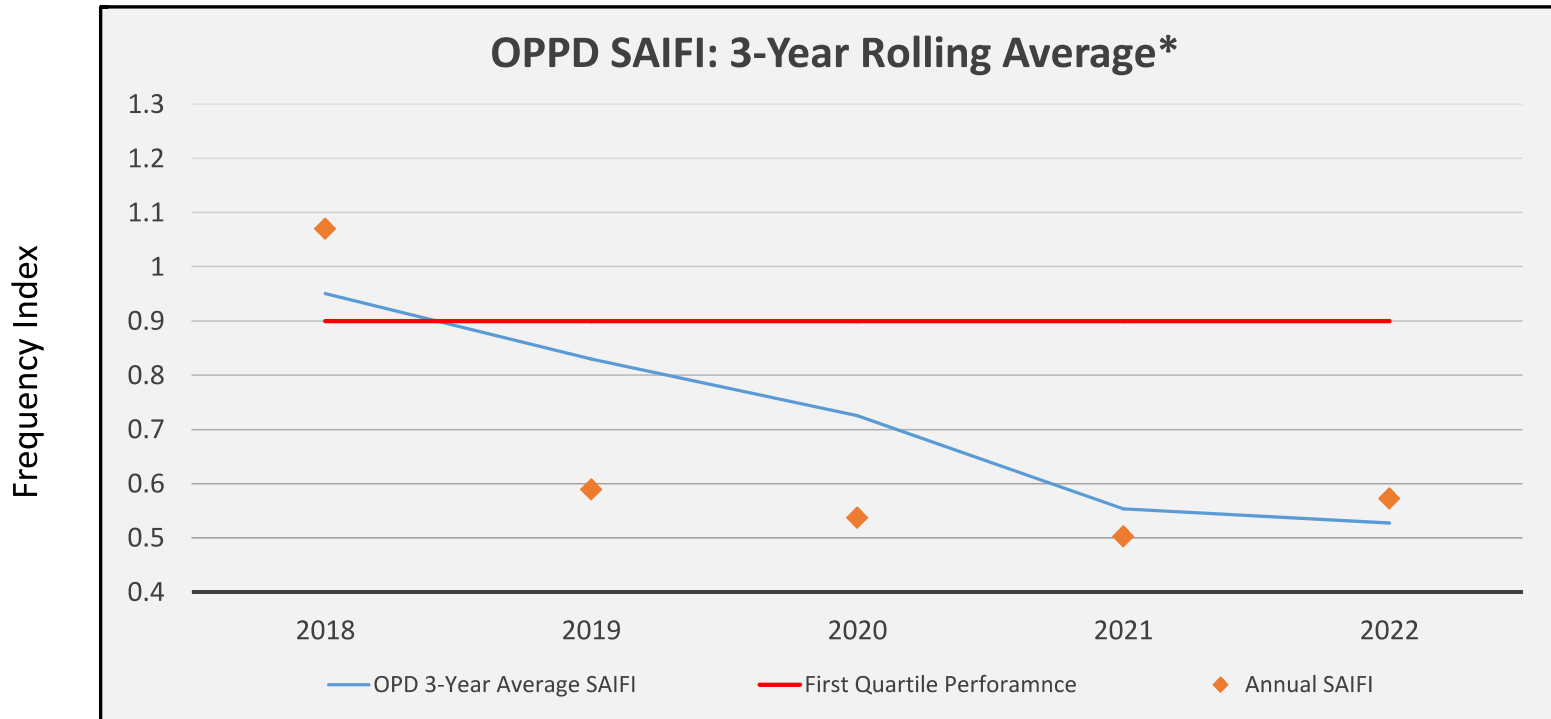
2022 SAIDI **70.3** minutes, 1st Quartile Performance

* Excludes MEDs: unusual large outage events.

There were no MEDs in 2022

System Average Interruption Frequency Index (SAIFI):

Average frequency of outages across the system



2022 SAIFI 0.53 incidents, 1st Quartile Performance

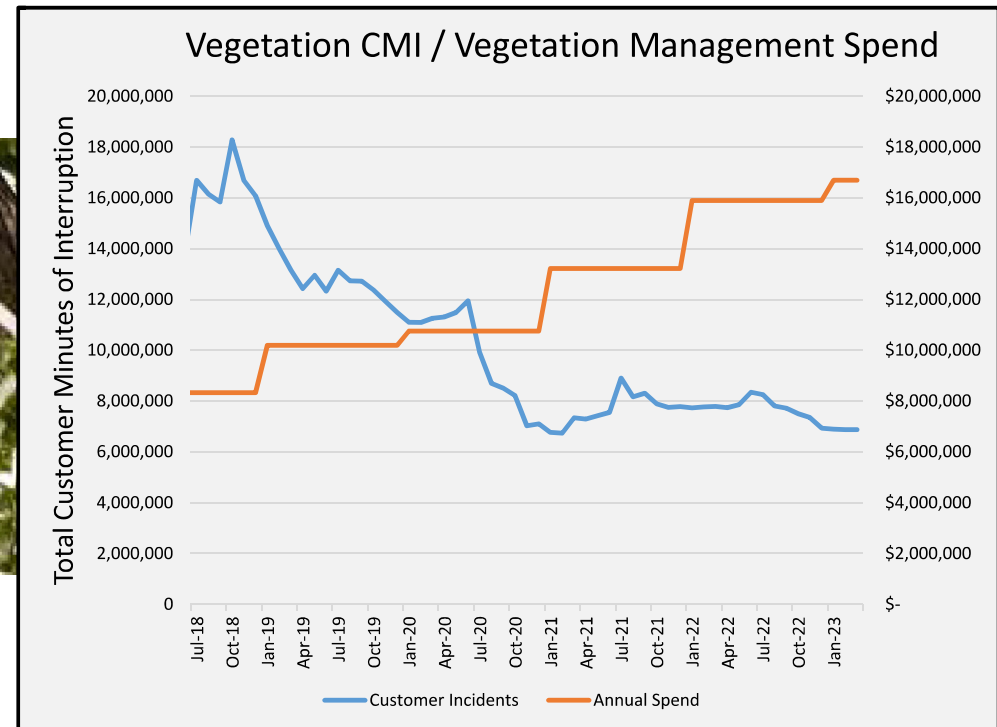
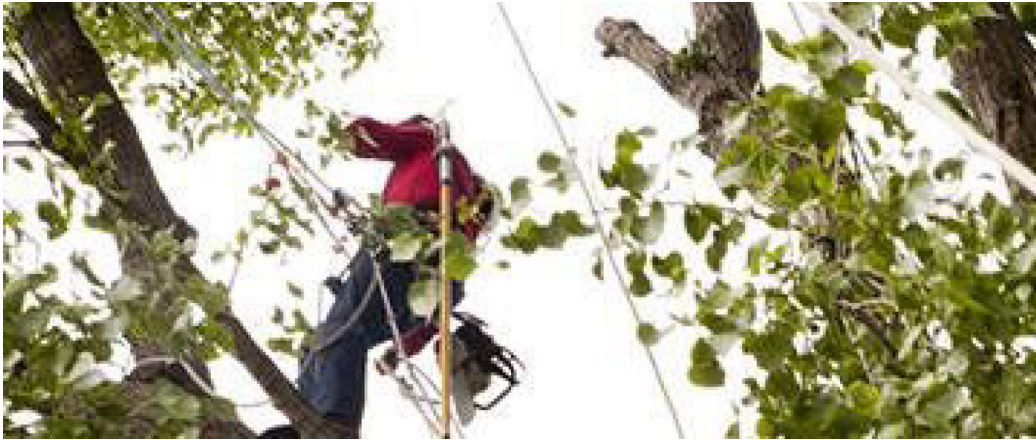
* Excludes MEDs: unusual large outage events.

There were no MEDs in 2022



Key Program in Action

Increased funding and focus on vegetation continues to drive overall reduction in customer minutes of interruption. The program is continuously monitored to enhance reliability for our customers.



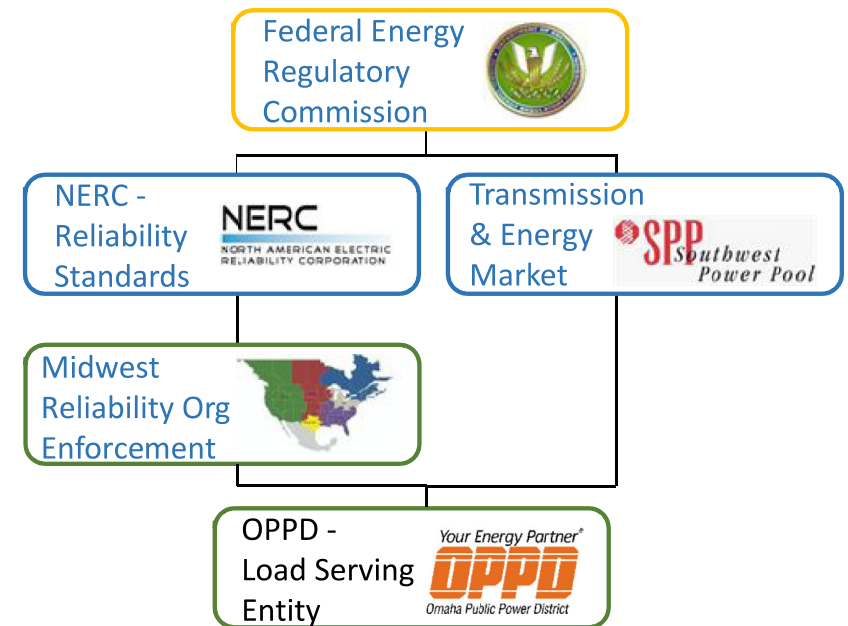


Maintain a reliable transmission and distribution system in accordance with NERC standards



Transmission reliability

- ✓ MRO 2022 audits
 - off-site (quarterly) → no enforceable violations*
 - on-site (every 3-years) → no enforceable violations*
- ✓ OPPD performs continuous monitoring
- ✓ No enforceable NERC violations since the last SD-4 update



* Reviews continue

Recommendation

The System Management & Nuclear Oversight Committee has reviewed and accepted this Monitoring Report for SD-4 and recommends that the Board find OPPD to be sufficiently in compliance with Board Policy SD-4.

SD-4 Performance

- ✓ Meet customer demands 100% of the time
- ✗ Baseload Generation EAF > 90%
- ✓ SAIDI < 90 Minutes
- ✓ Meet applicable NERC reliability standards



Board Action

BOARD OF DIRECTORS

April 18, 2023

ITEM

Acquisition of Land Rights for Energy Production Infrastructure Project associated with and in proximity to the Nebraska City Station.

PURPOSE

Authorize use of eminent domain as necessary to acquire fee ownership and/or permanent easements of land for an electric production infrastructure project associated with the management and disposition of residual materials from power production and located in proximity to the Nebraska City Station through December 31, 2026.

FACTS

- a. This requested eminent domain authorization covers land rights that need to be acquired for energy production infrastructure associated with and in proximity to the Nebraska City Station to continue reliable operation of this vital energy production infrastructure.
- b. It may be necessary to acquire fee ownership of land and/or permanent easements for the energy production infrastructure.
- c. OPPD has commenced negotiations to voluntarily acquire the necessary land rights for the energy production infrastructure.
- d. OPPD will undertake reasonable efforts to voluntarily acquire the necessary land rights. However, the use of eminent domain may be necessary if voluntary agreement cannot be achieved by the District and landowners.
- e. Management will report the filing of eminent domain actions to the Board.
- f. This requested authorization extends through December 31, 2026. Additional authorizations after that date for the covered project will be requested, as needed.

ACTION

Authorization by the Board of Directors to commence eminent domain proceedings, as necessary, to acquire all necessary fee ownership of land and/or permanent easements of land for an energy production infrastructure project associated with the management and disposition of residual materials from power production and located in proximity to the Nebraska City Station, with this authorization extending through December 31, 2026.

RECOMMENDED:

DocuSigned by:

Scott M. Focht

Scott M. Focht

Vice President – Corporate Strategy and Governance

SMF:jdf/bel

Attachment: Resolution

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

L. Javier Fernandez

L. Javier Fernandez

President and Chief Executive Officer



Moody/Focht

DRAFT

**ACQUISITION OF LAND RIGHTS FOR ENERGY PRODUCTION
INFRASTRUCTURE PROJECT ASSOCIATED WITH NEBRASKA CITY STATION**

RESOLUTION NO. 65xx

WHEREAS, the District will need to acquire land rights for an energy production infrastructure project associated with and in proximity to the Nebraska City Station; and

WHEREAS, the District is authorized by Nebraska law to acquire property and easements by eminent domain; and

WHEREAS, the use of eminent domain may become necessary to acquire the fee ownership of land and/or permanent easements that cannot be obtained voluntarily through negotiations by the District.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that Management and the District's General Counsel are authorized to commence eminent domain proceedings, as necessary, to acquire all necessary fee ownership of land and/or permanent easements of land for an energy production infrastructure project associated with the management and disposition of residual materials from power production and located in proximity to the Nebraska City Station, with this authorization extending through December 31, 2026.



Reporting Item

BOARD OF DIRECTORS

April 18, 2023

ITEM

Near Term Generation Update

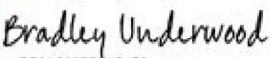
PURPOSE

To provide an overview and background information related to the ongoing load growth in the service territory, the impact of the projected incremental demand on the District, and the planning efforts underway to meet the increased customer load.

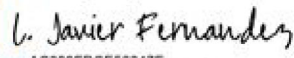
FACTS

1. The OPPD service territory is experiencing the most growth in its history.
2. The Power with Purpose assets provide critical accredited capacity and electricity, support reliability and resiliency, and provide generation diversity for customer owners. These assets are projected to meet the District's immediate needs, but more load growth is projected.
3. OPPD is engaged in planning to meet the growing needs of our customers beyond Power with Purpose. This resource planning effort is guided by our regulatory obligation, mission, and strategic directives.
4. Over the last few years, the frequency and severity of both regional advisories and emergency energy alerts has increased. Additionally, there is a projected decline in Southwest Power Pool (SPP) regional resource volumes that may contribute to these alerts in the future along with growth in peak demand and challenges with obtaining interconnection approval of new resources.
5. Resource planning encompasses many factors including, but not limited to, accounting for load growth, an increasing planning reserve margin requirement, the requirement to maintain reliable operations, as well as matching generation output from a diverse set of resources to system load. The primary drivers to the magnitude of the recommendation are load growth and changing resource adequacy requirements. It is expected that significant capacity and energy solutions will be required.
6. OPPD is analyzing many resource options to meet our growing load that will be feasible to engineer, procure, construct, and interconnect to the regional electric system in the timeframe needed to reliably serve our customers.

RECOMMENDED:

DocuSigned by:

D780627E5154E8
Bradley R. Underwood
Vice President – Systems Transformation

APPROVED FOR REPORTING TO BOARD:

DocuSigned by:

AG399FD0E56247E
L. Javier Fernandez
President and Chief Executive Officer

BRU:rs



Near Term Generation Update

April 18, 2023



KEEP GROWING, NEBRASKA.
WE LOVE A CHALLENGE.

OPPO
Quality. Purity. Power. Always.

ILLUMINATE OUR FUTURE

Agenda

- March Recap
- Reliability Considerations
 - Regional Resource Adequacy
 - Grid Reliability & Resiliency
- Resource Planning Study Update
 - Key Concepts
 - Load Growth
 - Technology Availability & Cost Estimates
- Next Steps

What Have We Been Discussing Since February?

March 2023 All Committee Meeting Summary

- In 2022, thanks to stakeholder input, OPPD completed **Pathways to Decarbonization** to identify potential pathways to Net Zero by 2050.
- In the near term, OPPD is experiencing multiple factors, requiring a need to plan to **grow accredited capacity** beyond Power with Purpose. These factors include:
 - Continued rapid near-term load growth
 - More generation supply is required from an increasing Planning Reserve Margin (PRM)
 - Diminishing surplus of regional generation capacity
 - Significant extension of planning & execution time requiring more action, sooner
- OPPD and E3 are **studying near-term resources needs**, guided by OPPD's mission and long-term goals and building on Pathway findings. Our guidepost are:
 - **Affordable:** Economic, least-cost optimization
 - **Reliable:** Maintain OPPD's high historical levels of reliability
 - **Environmentally Sensitive:** 2050 Net Zero carbon target



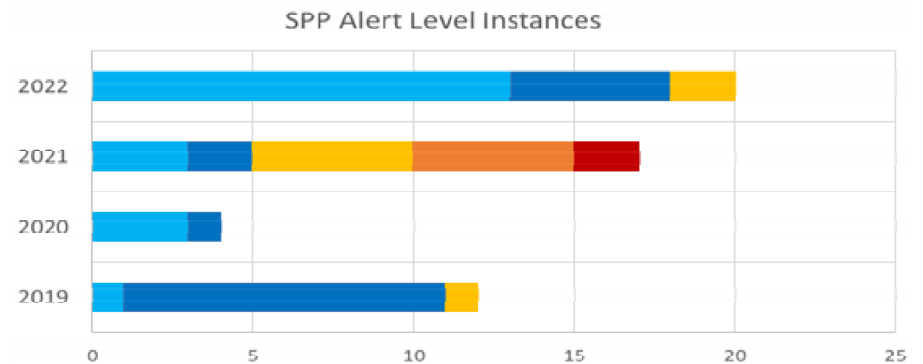
Reliability Considerations



SPP Resource Adequacy

SPP Alerts & Planning Reserve Margin Outlook

- The frequency and severity of regional reliability alerts has increased in recent years, including SPP’s first load shedding event during winter storm Uri.
- While SPP increased its Planning Reserve Margin from 12% to 15% in the summer of 2023, SPP’s regional resources are forecasted to continue to decline in the coming years, influenced by the following:
 - Retiring existing generation resources
 - Regional growth in peak demand
 - Delays interconnecting new resources

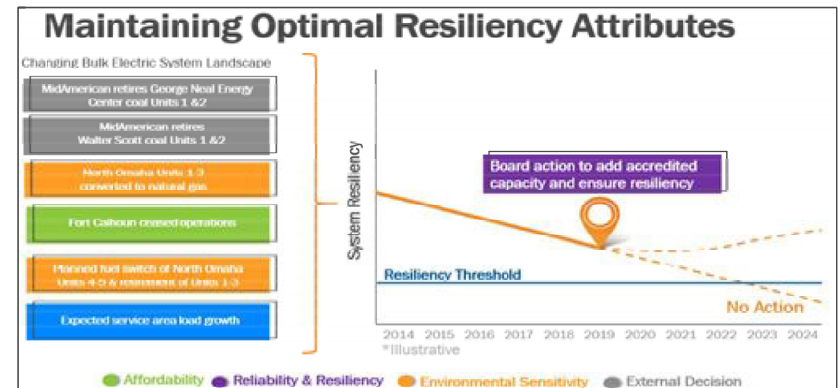
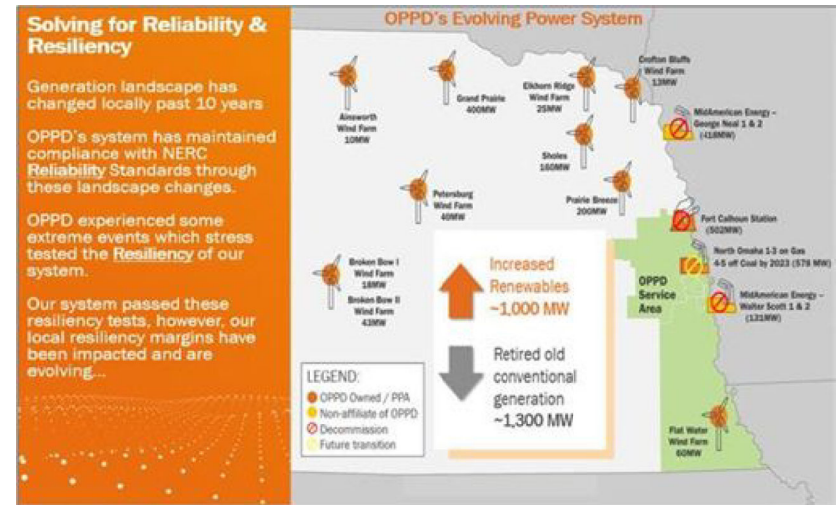


Source: Southwest Power Pool

Grid Reliability & Resiliency

North American Electric Reliability Corporation

- Our federal regulator, North American Electric Reliability Corporation (NERC), mandates requirements for Grid Reliability:
 - Grid reliability ‘reserve margins’ required on various electrical properties (*Thermal Capacity, Voltage Profile, System Stability & Frequency Response and Load Ramping & Balancing*)
 - Generation is critical to maintaining these grid ‘reserve margins,’ beyond just providing power, based on both *grid injection location* and capability to provide *Essential Reliability Services*
- NERC identified emerging risks to Grid Reliability:
 - Quickly Changing Generation landscape.
 - Increasing frequency and intensity of Extreme Weather Events.
- Changing generation landscape & projected load growth reduced OPPD’s local historic reliability & resiliency margins, and Power with Purpose (PwP) generation expansion plan maintains reliability & resiliency margins.
- Future generation expansion will consider grid reliability & resiliency impacts.





Resource Planning Study Update



Key Concepts

Situational Awareness & Modeling Objectives

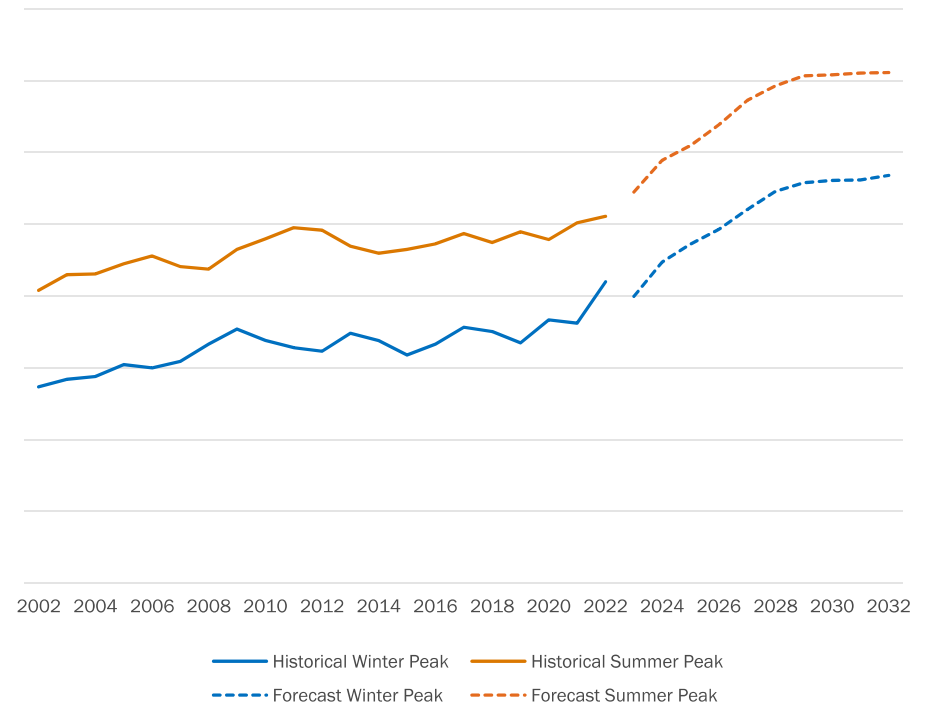
- Load growth and changing resource adequacy requirements will drive the magnitude of the resources in the outcome.
- Finite near-term resources are available to meet OPPD's growing needs:
 - Limited quantity of near-term interconnection queue positions are available and the interconnection process continues to see multi-year delays.
 - Critical equipment lead times are extending.
- Modeling scenarios will be developed to evaluate meeting several OPPD objectives, including:
 - *Community Growth*: Provide timely and reliable service during a historic growth period
 - *Affordable*: Keep the system low cost
 - *Reliable*: Meeting regional resource adequacy requirements
 - *Reliable*: Maintaining sufficient local resource adequacy
 - *Environmentally Sensitive*: Reducing carbon emissions to reach Net Zero 2050

Load Growth

Peak Load History and Forecast

- OPPD has a process to project growth for each customer class based on population data, economic growth data, changing energy consumption, and customer capacity requests.
- Both summer and winter peak loads are expected to see similar growth.
- Current projections exceed all historical growth levels by an extraordinary amount.

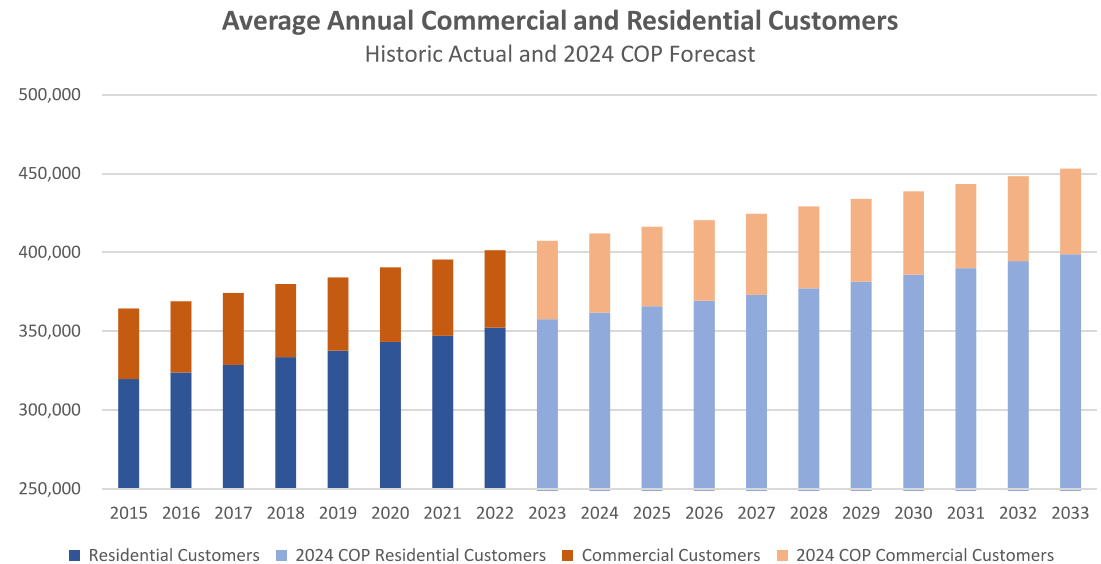
Winter and Summer Peak Load
History and Forecast, MW



New Customer Growth Insight

Residential, Commercial, and Industrial

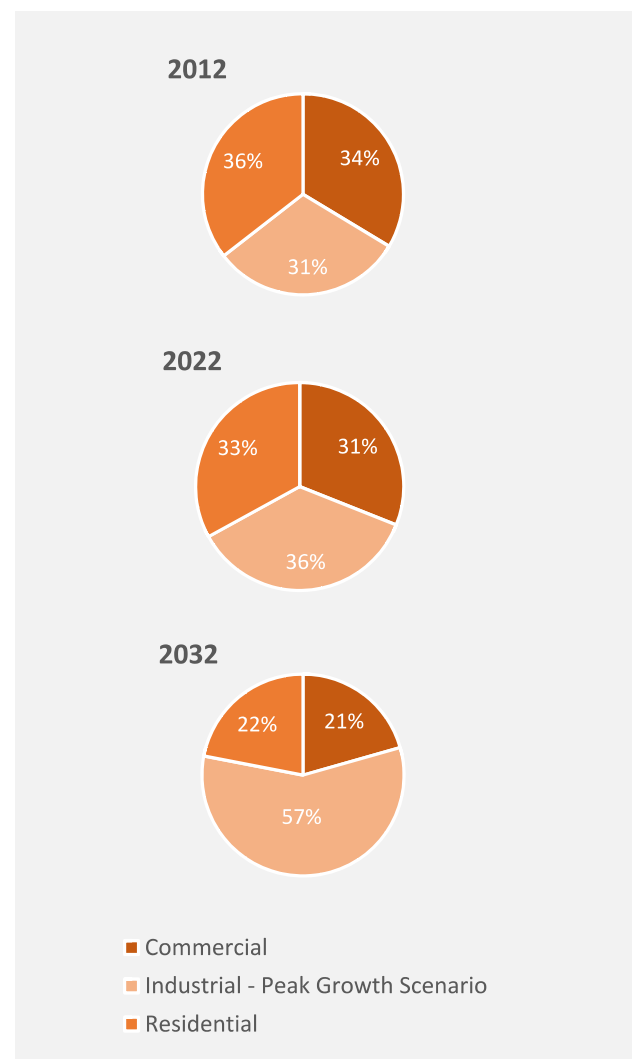
- Residential and Commercial growth is on the rise and expected to continue that trend
- Commercial business is growing to serve our communities
- Growth in transportation, education, retail, medical, food, agriculture and more expected over the coming years



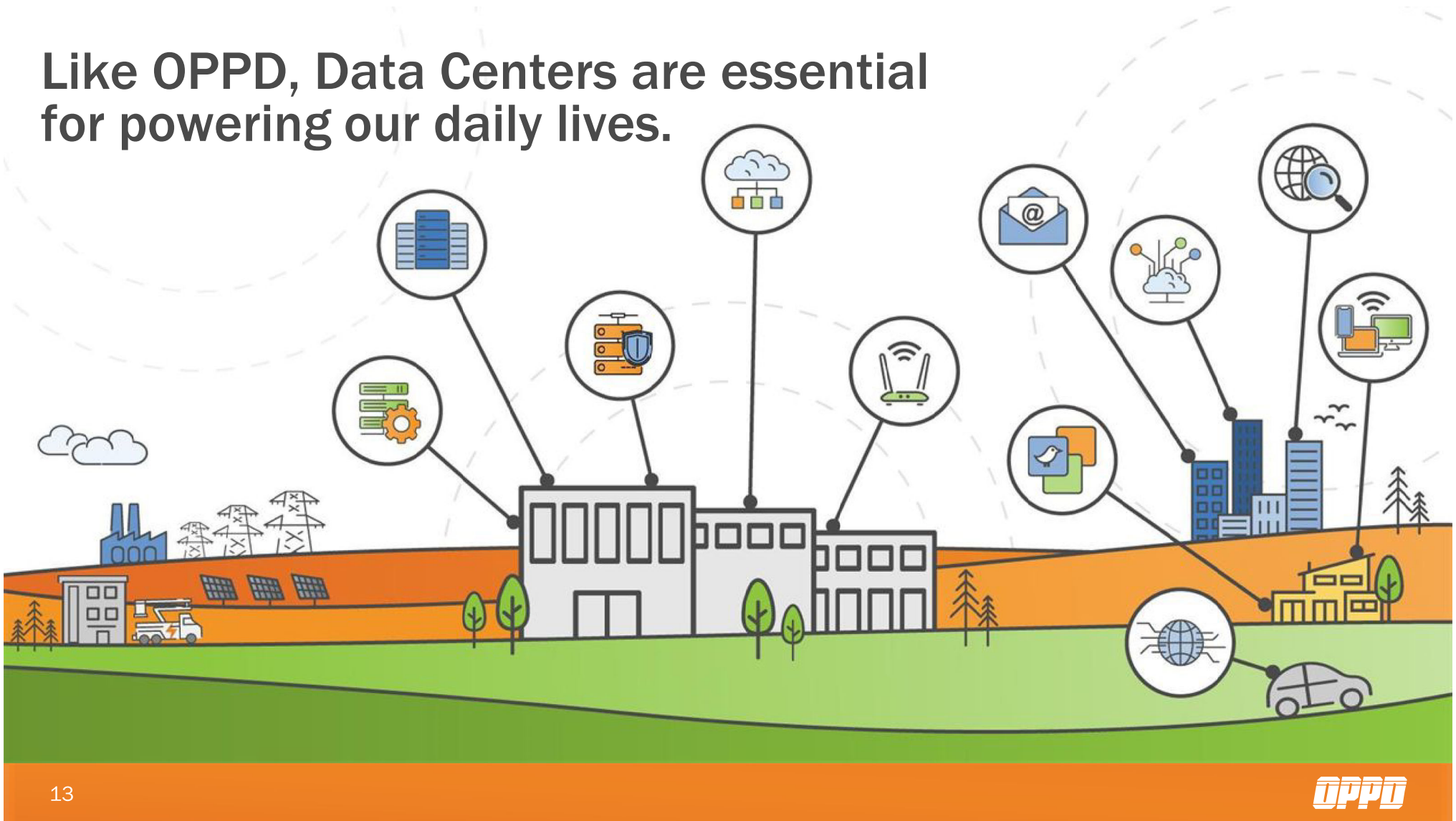
Load Growth

Energy Usage by Class

- Energy consumption is expected to grow across all classes, but will be primarily driven by expected growth in the industrial class.
- In 2022 the industrial class comprised roughly 36% of energy sales, but is expected to comprise roughly 57% of total energy sales by 2032.
- Load growth is coming from economic growth and many customer segments and factors including electrification, manufacturing, biotech, data centers, and food and agricultural processing.
- Data Centers make up the largest portion, roughly two-thirds, of the new growth.



Like OPPD, Data Centers are essential for powering our daily lives.



Data centers provide mission critical support and keep essential services operating:

- Transportation
- Healthcare
- Military/Defense
- Banking & Finance
- Utilities
- Agriculture
- Rural Community Growth



Demand for data increased substantially during the pandemic as workforces and schools became remote and social network use skyrocketed.



Demand for data and cloud storage continues to increase in support of new technology, artificial intelligence, and augmented and virtual reality.



Like OPPD, data centers in our service area expanding to serve increasing customer demands and provide capacity.

Data Centers Help Build Community

Digital Equity:

“The condition in which all individuals and communities have the information capacity needed for full participation in our society, democracy and economy.”

The National Digital Inclusion Alliance



Address critical service territory needs by putting the power of technology to use for community benefit



Enabling commerce throughout Southeastern Nebraska and connecting people to bring the world closer



Improving local STEM (science technology, engineering, mathematics) education

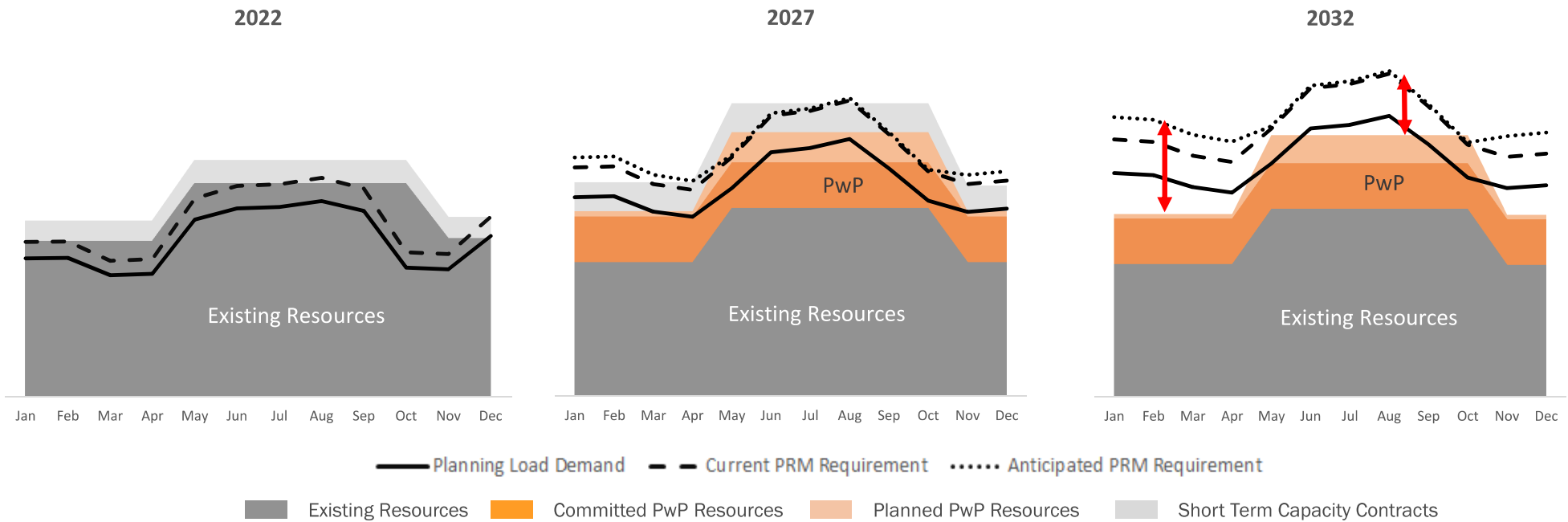


Investments in technology are investments in economic and community growth and equity

Peak Demand vs. Resources

Monthly Peak Demand vs. Accredited Capacity

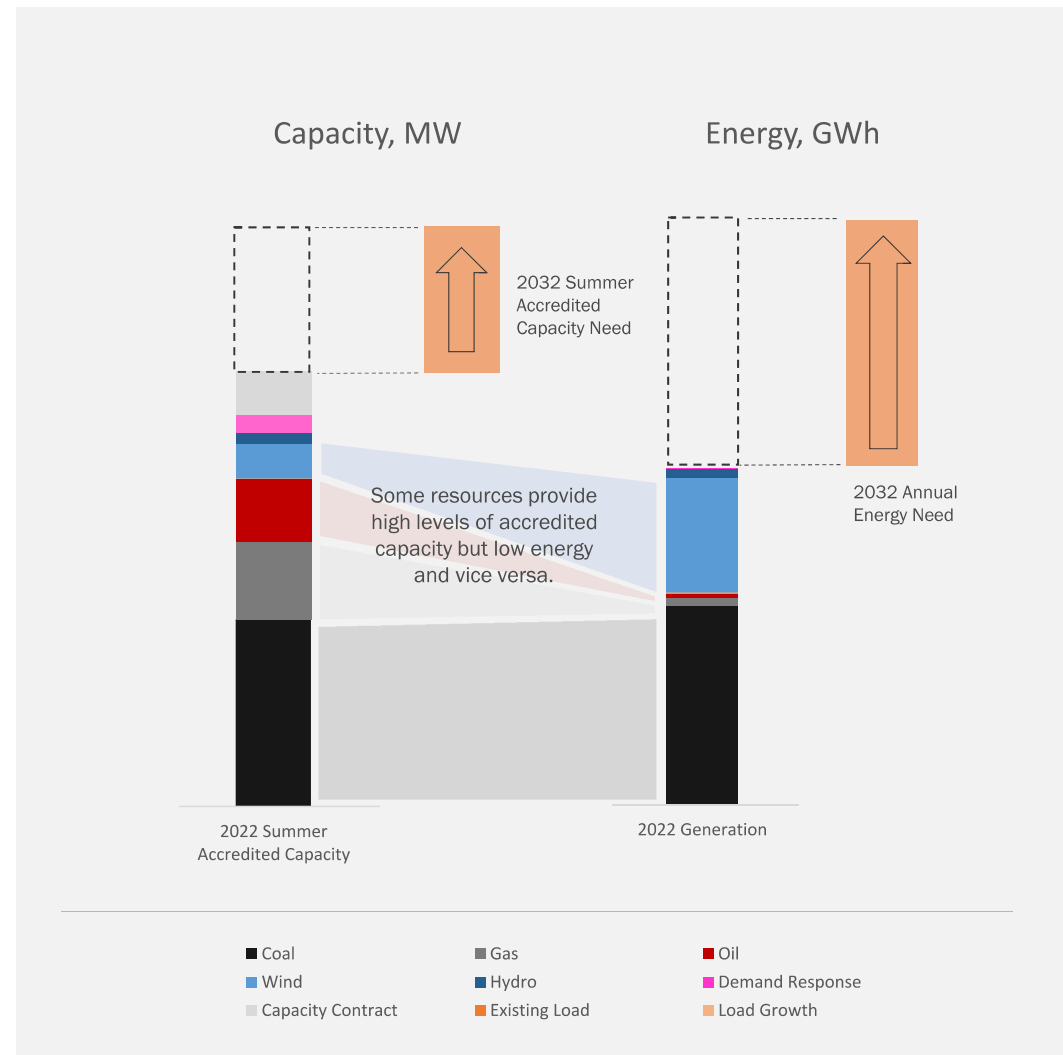
OPPD will need additional summer and winter capacity to meet growing seasonal peak demand.



Resource Mix

Accredited Capacity and Energy Needs

- Different generation technologies provide varying levels of summer and winter accredited capacity and contribute differently to OPPD's energy production.
- Capacity is the maximum amount of electricity that a generator can produce at a given time.
 - OPPD needs to maintain enough capacity to meet the demands during peak periods
- Energy is the amount of electricity that is produced over a period of time
 - When demand is less than peak, lowest cost resources are used first to provide energy resources to customers
 - High cost resources, such as fuel oil or peaking stations, are used to meet peak demand but only for short periods of time
 - Renewable resources can provide significant levels of energy but have lower accredited capacity
- New capacity *and* energy sources will be needed to satisfy growing load



Technology Availability and Cost Basis

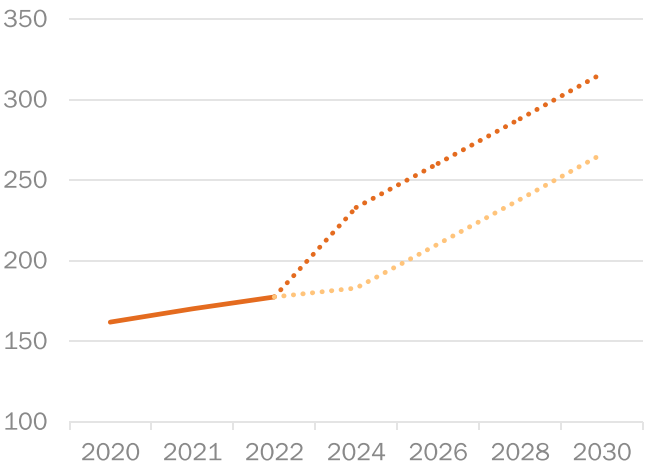
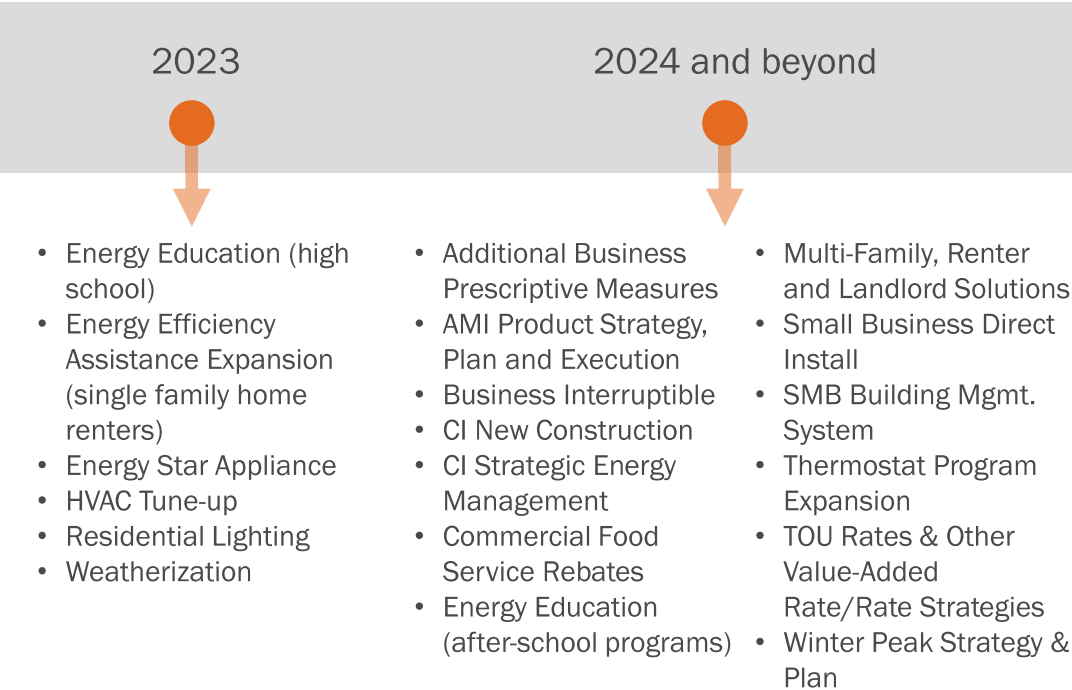
Including In-Service Dates

- Resource options are consistent with the options identified in OPPD’s Pathways to Decarbonization with the following modifications:
 - New generation for 2026 and 2028 is limited as a percentage of resources currently in queue for SPP’s Generation Interconnection process in the state of Nebraska.
- New resource cost data based on National Renewable Energy Laboratory (NREL) estimates updated by OPPD modeling partner, E3, to reflect current market dynamics and impacts of the Inflation Reduction Act (IRA).
 - Consistent with the high inflation sourcing environment of today, all technologies have seen significant cost increases and availability challenges as a result of recent supply chain impacts and demand.

Resource Type	Available Nameplate Capacity, MW	
	2026 - 2028	2030+
Solar	Limited	Unlimited
Wind	Limited	Unlimited
Storage	Limited	Unlimited
Combustion Turbine	Limited	Unlimited
Combined Cycle	0	Unlimited
Nuclear Small Modular Reactor	0	Unlimited
Demand Response	Limited	Limited

Demand Side Management

- Our future will continue to focus on and evolve products and services supporting demand response and energy efficiency in support of both enterprise and customer goals



— Actual
 ⋯ Projected - High
 - - - Projected - Low

1. Total DSM includes Demand Response and Energy Efficiency
2. Does not include voluntary business interruptible
3. Projections may change based on accreditation policy
4. Projections are revised annually

Informing our Direction

Customer, employee and public feedback through workshops, surveys, etc.

Transition to broad communications

2019
Power with
Purpose (PwP)

- ◆ 6 workshops
- ◆ 400 attendees
- ◆ 700+ recording views
- ◆ 83.7% satisfaction

OPPD launches plans to add solar power and natural gas to meet load growth through 2026.

2019-2021
Pathways to
Decarbonization

- ◆ OPPDCommunityConnect
- ◆ Decarbonization Pages
- ◆ 10,500 visits
- ◆ 80 comments & questions

Study determines it is possible to reliably operate with a mix of renewable, storage, and low-carbon firm resources to achieve net-zero.

January 2022
Integrated
Resource Plan

Regulatory plan finds that OPPD's forecasted load is fully supported through 2026 with new solar and natural gas resources (PwP).

June 2022
North Omaha
Extension

PwP delays require OPPD to temporarily extend the capability for coal operations at NOS.

2023
Near-term
planning

As part of on-going planning, OPPD studies how to meet growing energy needs.

GENERATION OUTREACH TIMELINE

●
2019
Power with Purpose

●
2019-2021
Pathways to
Decarbonization

●
2022
Integrated Resource
Plan

●
2022/2023
North Omaha
Extension

Outreach and Engagement to Date

OPPD is committed to engaging customers, the community and other stakeholders around key decisions and providing meaningful ways for them to participate and provide feedback.

- OPPD Community Connect
 - OPPD’s stakeholder engagement platform – follow along the generation journey
 - Opportunity to ask questions, take surveys provide feedback
- Listening Sessions
- Master-class deep dive workshops
- 1:1 customer discussions



Generation

Our communities are growing, and we're actively planning for their bright futures.

[Read more](#)

GENERATION COMMUNICATIONS TIMELINE

December 2022
State of the Utility

Q1 2023
Power with Purpose
North Omaha Station
Solar updates
New resources

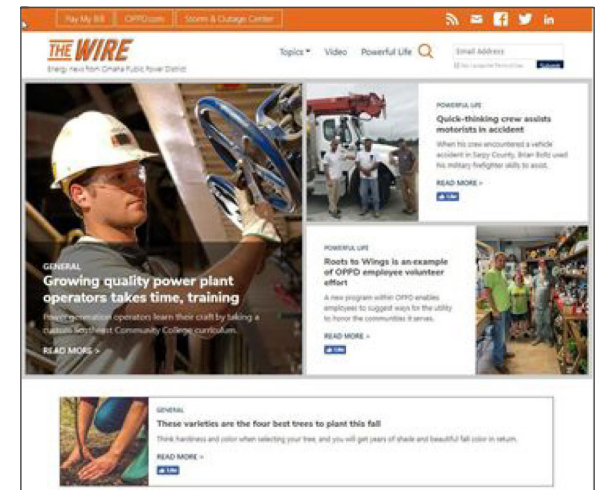
Q2 2023
Recommendation
and resolution

Education Going Forward

OPPD continues to educate broader audience about our generation journey with focus on new transmission and generation to ensure understanding of situation / recommended solutions.

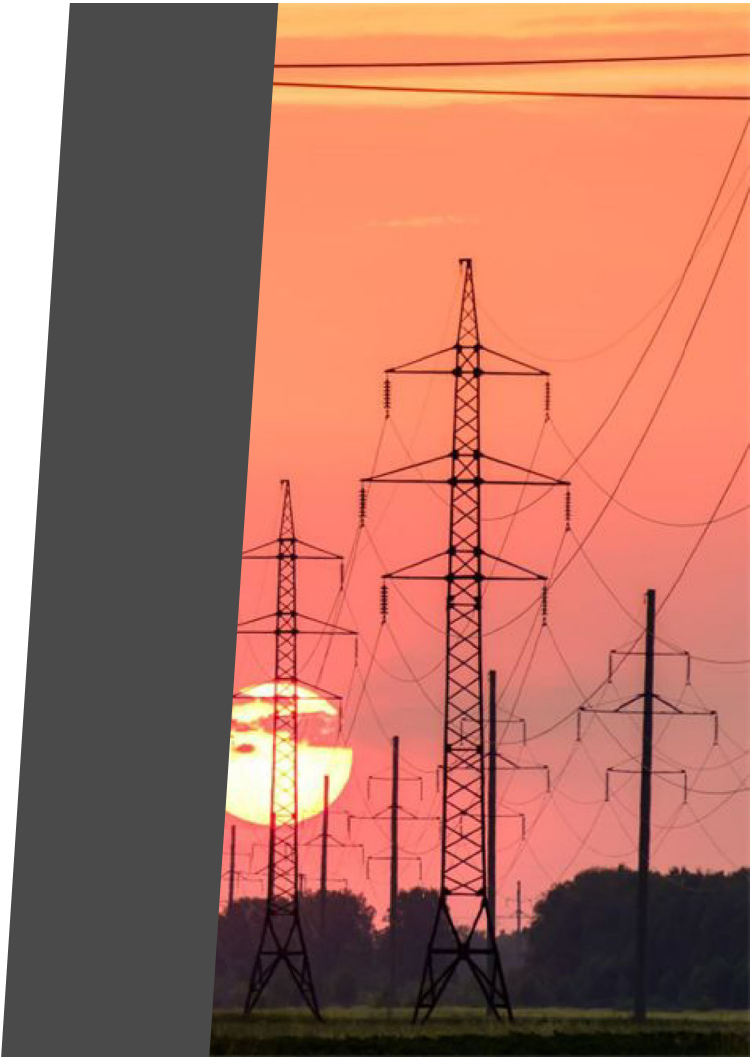
Use OPPD's broad communication channels to build understanding about load growth, as well as trust in our near- and long-term generation strategies as they evolve and continue. Examples:

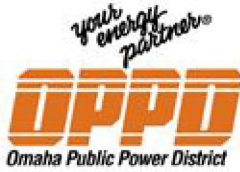
- OPPDtheWire content
- Social media
- News releases
- Outlets bill insert newsletter
- OPPDCommunityConnect.com
- Community events, i.e. Earth Day
- Community relationships
- Customer conversations



Likely Outcomes & Next Steps

- Generation resource recommendations are expected to be a combination of renewables and continued expansion of dispatchable natural gas.
- Supporting infrastructure for those resources is expected to be required.
- These solutions are consistent with our 2050 goals.
- More detailed information in May and the coming months.
- Continue the ongoing conversation on load growth in the community.
- Due to system needs, extensive education and outreach as well as 4-5 years of community conversations, the District will use IAP2 (Inform) framework for the decision.





Pre-Committee Agenda

PUBLIC INFORMATION PRE-COMMITTEE MEETING
WEBEX VIDEOCONFERENCE
April 11, 2023 4:00 – 5:30 P.M.

1. Safety Briefing (McAreavey – 2 min)
 - a. Objective: Promote awareness of current safety focus.
2. Charter Review and Questions (McAreavey – 15 min)
 - a. Objective: Discuss Public Information Committee Charter.
3. Legislative and Regulatory Update (Olson – 10 min)
 - a. Objective: Provide brief update on federal and state legislative and regulatory activities.
4. Branding Campaign Overview (Olson – 5 min)
 - a. Objective: Provide overview of new branding campaign.
5. SD-5: Customer Satisfaction Monitoring Report (McAreavey – 12 min)
 - a. Objective: Collect comments on the SD-5 Monitoring Report and discuss recommendation for approval.
6. Customer Engagement for the Future (CEF) Recommendation (McAreavey – 10 min)
 - a. Objective: Review presentation and discuss recommendation to move to execution phase.
7. Product and Service Update (McAreavey – 10 min)
 - a. Objective: Provide overview of new products and services being introduced.
8. Summary of Committee Direction (1 min)
 - a. Objective: Executive Leadership Team liaison(s) to summarize direction provided by the committee.



Reporting Item

BOARD OF DIRECTORS

April 18, 2023

ITEM

Legislative and Regulatory Update

PURPOSE

To provide an update on 2023 state and federal legislative matters, local government affairs and regulatory matters.

FACTS

- a. Nebraska's 108th Legislature 1st session began on January 4, 2023 and ends on June 9, 2023.
- b. The 118th Congress began on January 3, 2023 and is expected to end January 3, 2025.

ACTION

Reporting item

RECOMMENDED:

DocuSigned by:

Lisa A. Olson

46058A0ADE8A409...

Lisa A. Olson

Vice President – Public Affairs

APPROVED FOR REPORTING TO BOARD:

DocuSigned by:

L. Javier Fernandez

AC399FDCE56247E...

L. Javier Fernandez

President and Chief Executive Officer

Attachment: Local, State and Federal Update



Government Affairs Update

April 18, 2023

Tim O'Brien, Director – Economic Development & External Relations



2023 Nebraska Legislative Calendar

Nebraska's 108th Legislature, First Session

- 90-day session
- January 4– First day of session
- January 18 – Last day of bill introduction
- January 23 – Public hearings began
- January 30 – Morning and afternoon public hearings
- February 13 – Floor debate begins
- March 9 – Last day to request speaker priority bill
- March 14 – Last day for designation of committee and speaker priority
- March 15 – Announcement of speaker priority bills
- March 24 – Last day of public hearings
- March 28 – Full day of floor debate
- March 28 – June 1 - Late night sessions
- June 9th – Sine Die

2023 OPPD Legislative Bills

These issues have been brought to the forefront to have OPPD take a leading role to champion. We view this process as a 2-year journey. Three senators introduced these bills on OPPD's behalf.

- Broadband LB61 (Brandt)– Seek to repeal the dark fiber statutes to help expand broadband coverage across the state. This could also incorporate a repeal of the challenge of safe harbor rates under LB992. Hearing held February 21. Placed on General File on March 22. Senator Brandt priority bill.
- Critical/essential utility workers LB267 (Brewer) - seek to have defined as emergency personnel in declared emergencies in order to protect our communities while ensuring continuity of functions critical to public health and safety. Hearing was held and bill was advanced out of committee and Placed on General File on February 16. Business and Labor priority bill.
- Weatherization funding LB237 (Wayne)– seek state funding for weatherization efforts to upgrade more homes in order to lower utility bills permanently. Hearing held March 13.

Support - Recommendation

Bill & Current Status	Summary
LB 169 Hunt	Prohibit discrimination based upon sexual orientation and gender identity
<i>Support</i>	1/11/23 Referred to Judiciary Committee, 3/1/23 Hearing held
LB 560 Blood	State intent to seek federal funds under the Inflation Reduction Act of 2022
<i>Support</i>	1/11/23 Referred to Appropriations Committee, 3/6/23 Hearing held
LB 568 Bostelman	Adopt the Nuclear and Hydrogen Development Act
<i>Support</i>	1/19/23 Referred to Natural Resources Committee, 2/16/23 Hearing held
LB 616 McDonnell	Provide for awards under the Imagine Nebraska Act relating to the federal Creating Helpful Incentives to Produce Semiconductors (CHIPS) for America Act
<i>Support</i>	1/19/23 Referred to Revenue Committee, 3/2/23 Hearing held, 4/6/23 Placed on General File with AM645
LB 617 McDonnell	Create the Economic Development Cash Fund to award a grant relating to the federal Creating Helpful Incentives to Produce Semiconductors (CHIPS) for America Act
<i>Support</i>	1/19/23 Referred to Banking, Commerce and Insurance Committee, 1/31/23 Hearing held, 3/9/23 Placed on General File, Senator McDonnell priority bill

Support - Recommendation

Bill & Current Status	Summary
LB 670 Hunt	Prohibit discrimination under the Nebraska Fair Employment Practice Act on the basis of gender identity or sexual orientation and prohibit discrimination by employers regardless of size
<i>Support</i>	1/20/23 Referred to Business and Labor Committee, 2/13/23 Hearing held
LB 734 Bostar	Provide an enhanced penalty for damage to certain infrastructure facilities resulting in serious bodily injury or death
<i>Support</i>	1/20/23 Referred to Judiciary Committee, 3/24/23 Hearing held
LB 787 Wayne	Adopt the STEEM Development Act
<i>Support</i>	1/20/23 Referred to Education Committee, 1/31/23 Hearing held, 2/28/23 Placed on General File
LR 21 Brewer	Provide for a special committee of the Legislature to be known as the Small Modular Nuclear Reactor Study Committee
<i>Support</i>	1/17/23 Referred to Executive Board, 2/24/23 Hearing held, 3/13/23 Executive Board AM478 filed

Oppose - Recommendation

Bill & Current Status	Summary
LB 7 Blood	Provide a statute of limitations for exposure to hazardous or toxic chemicals
<i>Oppose</i>	1/9/23 Referred to Judiciary Committee, 1/25/23 Hearing held
LB 25 Wayne	Authorize punitive damages as prescribed and provide for distribution
<i>Oppose</i>	1/9/23 Referred to Judiciary Committee, 1/25/23 Hearing held, 2/28/23 Placed on General File with AM440
LB 255 Brewer	Change eminent domain and renewable energy generation provisions relating to certain power suppliers
<i>Oppose</i>	1/12/23 Referred to Natural Resources Committee, 2/22/23 Hearing held
LB 304 Linehan	Require political subdivisions to disclose membership dues and lobbying fees
<i>Oppose</i>	1/13/23 Referred to Government, Military and Veterans Affairs Committee, 2/9/23 Hearing held
LB 394 Erdman	Change provisions relating to the determination of damages as a result of eminent domain
<i>Oppose</i>	1/17/23 Referred to Judiciary Committee, 2/23/23 Hearing held

Oppose - Recommendation

Bill & Current Status	Summary
LB 399 Brewer	Change provisions relating to privately developed renewable energy generation facilities and other electric generation facilities
<i>Oppose</i>	1/17/23 Referred to Natural Resources Committee, 2/22/23 Hearing held
LB 637 Albrecht	Require members of the public to be allowed to speak at each meeting subject to the Open Meetings Act
<i>Oppose</i>	1/20/23 Referred to Government, Military and Veterans Affairs Committee, 2/24/23 Hearing held, 3/22/23 Placed on General File

Review & Awareness

Bill & Current Status	Summary
LB 120 Bostelman	Eliminate obsolete provisions relating to a Nebraska Power Review Board study 1/10/23 Referred to Natural Resources Committee, 2/16/23 Hearing held
LB 122 Bostelman	Change provisions relating to the One-Call Notification System Act <i>Neutral</i> Amendment in development, 1/10/23 Referred to Transportation and Telecommunications Committee, 1/31/23 Hearing held, 3/22/23 Placed on General File with AM647
LB 209 Bostar	Provide tax exemptions relating to data centers 1/12/23 Referred to Revenue Committee, 3/1/23 Hearing held
LB 450 Brewer	Prohibit land disposal of wind turbine blades and their component parts From last session, monitor/neutral recommendation, 1/18/23 Referred to Natural Resources Committee, 2/8/23 Hearing held, 3/6/23 Placed on General File
LB 505 Bostar	Provide for motor vehicle registration of plug-in hybrid electric vehicles, impose an excise tax on electric energy used at commercial electric vehicle charging stations, provide for regulation of commercial electric vehicle charging stations, and provide a sales tax exemption for certain electric energy OPPD, prefer as drafted/introduced. Amendments in development, 1/19/23 Referred to Revenue Committee, 3/8/23 Hearing held
LB 541 Lowe	Provide for nomination and election of public power district and public power and irrigation district directors on the partisan ballot 1/19/23 Referred to Government, Military and Veterans Affairs Committee, 3/15/23 Hearing held

Review & Awareness

Bill & Current Status	Summary
LB 565 Bostelman	Provide a grant program related to hydrogen hub designations
	1/19/23 Referred to Natural Resources Committee, 2/1/23 hearing held, 3/3/23 Natural Resources priority bill, 3/15/23 Placed on General File with AM827,
LB 566 Bostelman	Require a study and report by the Natural Resources Committee of the Legislature regarding intermittent renewable energy generation
<i>Monitor</i>	1/19/23 Referred to Executive Board, 2/24/23 Hearing held, 3/21/23 Placed on General File
LB 567 Bostelman	Change provisions relating to public power and irrigation districts and electric suppliers
<i>Monitor</i>	1/19/23 Referred to Natural Resources Committee, 2/2/23 Hearing held
LB 569 Bostelman	Prohibit financial interests by certain county officers and family members in electric generation facilities
	1/19/23 Referred to Government, Military and Veterans Affairs Committee, 2/15/23 Hearing held
LB 621 McDonnell	Change provisions relating to the Site and Building Development Act
	1/19/23 Referred to Banking, Commerce and Insurance Committee, 1/30/23 Hearing held
LB 636 Albrecht	Prohibit political subdivisions from restricting certain energy services
	1/20/23 Referred to Natural Resources Committee, 2/8/23 Hearing held, 3/6/23 Placed on General File

Review & Awareness

Bill & Current Status	Summary
LB 644 McDonnell	Change provisions relating to the use of the Site and Building Development Fund
	\$80M, 1/20/23 Referred to Banking, Commerce and Insurance Committee, 1/30/23 Hearing held, 3/9/23 Placed on General File, 3/14/23 Senator Jacobsen priority bill
LB 650 McDonnell	Allow certain cybersecurity records to be withheld from the public
	1/20/23 Referred to Government, Military and Veterans Affairs Committee, 3/2/23 Hearing held, 3/7/23 Placed on General File
LB 651 McDonnell	Provide for appropriations relating to cybersecurity improvements for state agencies and political subdivisions
	1/20/23 Referred to Appropriations Committee, 3/16/23 Hearing held
LB 733 Bostar	Adopt the Broadband Pole Placement and Undergrounding Fund Act
	1/20/23 Referred to Transportation and Telecommunications Committee, 2/21/23 Hearing held
LB 768 DeKay	Transfer money from the Cash Reserve Fund to the Critical Infrastructure Facilities Cash Fund
	1/20/23 Referred to Appropriations Committee, 3/14/23 Hearing held, Senator DeKay priority bill
LB 776 Bostar	Provide for nomination and election of candidates on the nonpartisan ballot
	1/20/23 Referred to Government, Military and Veterans Affairs Committee, 3/2/23 Hearing held



Local Update



Cass County Solar Update

- Update from Cass County Commissioners' meeting on April 11:
 - Heard amendments to county zoning ordinances including solar setback provisions
 - 5 to 0 vote: change commercial solar and wind application fees from \$3k to \$5k;
 - 5 to 0 vote: include commercial solar as a permitted (P) use in a Commercial Ag district;
 - 2 to 3 vote: remove commercial solar as a conditional use (C) in the Trans Ag district. FAILED.;
 - 5 to 0 vote: notify residents within a ½ mile of proposed CUP application and all registered airports within 10 miles.
- Next Meeting: April 25.
 - Final vote/adoption of all amendments made to comprehensive zoning ordinances (including solar amendments). No discussion. Vote only.

Power with Purpose

Otoe County

- On April 11, OPPD CEO Javier Fernandez provided the Otoe County Commissioners an update on PF 2050, Power with Purpose as well as economic development specific to Otoe County.

Saunders County

- Platteview Solar developer AES continues to engage the Saunders County Board of Supervisors with updates as work progresses this spring.

OPPD Service Territory Visits

Since March 1:

- City of Valley, Syracuse, Palmyra, Bennet
- Village of North Bend, Unadilla, Greenwood, Dunbar
- Multiple Commissioners & Planners at Nebraska Planning Zoning Association Annual Conference
- Cass, Otoe, & Colfax County Commissioners
- Cass County Planning & Zoning

- MAPA Regional Planning Advisory Committee
- Sarpy County Chamber Local Governance

Upcoming Visits:

- Burt County NEW Economic Development Director
- Washington County NEW Chamber of Commerce Executive Director



Federal Update



Federal Update

- H.R. 1, the Lower Energy Costs Act, passed the House on March 30th by a 225-204 vote.
 - The bill, sponsored by the House majority, is a collection of previously introduced legislation from the energy, natural resources and infrastructure sectors.
 - Senate Majority Leader called H.R. 1 “dead on arrival” in the Senate, but plans to work with Republicans on permitting reform. Hearings are expected to be held this month in EPW & ENR committees.
 - Permitting reform language in H.R. 1 has received positive feedback from several energy related organizations including ACP, CCL, APPA and LPPC.
- 2023 Farm Bill reauthorization.
 - The 2018 Farm Bill, officially entitled the Agriculture Improvement Act, expires Sept. 30th. Public Power is eligible for several rural energy programs contained within the Farm Bill including the Rural Energy for America Program and Rural Energy Savings Program
 - IRA has added additional and new funding for several programs targeting battery storage, clean energy, and broadband development projects.
- 3,718 bills introduced in the 118th Congress as of April 13th.



Board Action

BOARD OF DIRECTORS

April 18, 2023

ITEM

SD-5: Customer Satisfaction Monitoring Report

PURPOSE

To ensure full board review, discussion and acceptance of the SD-5: Customer Satisfaction Monitoring Report

FACTS

- a. The first set of Board policies, including SD-5: Customer Satisfaction, was approved by the Board on July 16, 2015.
- b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process, and revised as needed. SD-5 was amended by the Board on November 16, 2017.
- c. The Public Information Committee is responsible for evaluating Board Policy SD-5: Customer Satisfaction.
- d. The Public Information Committee has reviewed and accepted the SD-5: Customer Satisfaction Monitoring Report as outlined on Exhibit A and recommends that the Board find OPPD is taking reasonable and appropriate measures to comply with Board Policy SD-5.

ACTION

The Public Information Committee recommends Board approval of the SD-5: Customer Satisfaction Monitoring Report.

RECOMMENDED:

DocuSigned by:

9426A001477A405
Timothy D. McAreavey
Vice President – Customer Service

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

A0398FD0E50247E
L. Javier Fernandez
President and Chief Executive Officer

TM:rih

Attachments: Exhibit A – Monitoring Report
Resolution



Howard/McAreavey

RESOLUTION NO. xxxx

WHEREAS, the Board of Directors has determined it is in the best interest of the District, its employees, and its customer-owners to establish written policies that describe and document OPPD's corporate governance principles and procedures; and

WHEREAS, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

WHEREAS, the Board's Public Information Committee (the "Committee") is responsible for evaluating Board Policy SD-5: Customer Satisfaction on an annual basis. The Committee has reviewed the SD-5: Customer Satisfaction Monitoring Report and finds OPPD is taking reasonable and appropriate measures to be sufficiently in compliance with the policy as stated.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors accepts the SD-5: Customer Satisfaction Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hereof and finds OPPD is taking reasonable and appropriate measures to comply with the policy as stated.



Monitoring Report SD-5: Customer Satisfaction

Mr. Tim McAreavey
Vice President, Customer Service
April 18, 2023

SD-5: CUSTOMER SATISFACTION

Achieving a high level of customer satisfaction is key to OPPD's vision.

The Board will ensure that OPPD shall obtain feedback from its customer-owners through nationally syndicated studies, which allow OPPD to evaluate and prioritize its strategic plans, and to guide investments and operational activities to ensure high satisfaction in all aspects of OPPD's interactions with our customer-owners.

OPPD establishes a goal to achieve top quartile performance in customer satisfaction for similar-sized utilities in the region across customer classes.

AS A PART OF THIS POLICY:

- Interact with customer-owners in a respectful, dignified and civilized manner.
- Communicate a procedure to customers who believe they have not received fair treatment from OPPD.
- Provide periodic customer-owner trend updates to the Board.

SD-5 ACCOUNTABILITIES

Aligned with OPPD's core values, we are committed to the following actions as part of this policy:

- 1) Regularly obtain feedback from customer-owners
- 2) Measure customer satisfaction
- 3) Use the voice of customer (VOC) data to prioritize investments and operational activities
- 4) Interact with customer-owners in a respectful, dignified manner
- 5) Provide ways for customer-owners to indicate if they believe they have not received fair treatment
- 6) Provide periodic customer-owner trend updates to the Board

SD-5 ACCOUNTABILITIES

1) Regularly obtain feedback from customer-owners

SYNDICATED CUSTOMER SATISFACTION STUDIES

Provides national satisfaction benchmark data on a wide range of electric service attributes

OPPD ONLINE POWER PANEL AND ONLINE CHAT

Allows OPPD to get rapid feedback on pertinent issues that is projectable to the customer base

TRANSACTIONAL AND JOURNEY SURVEYS

Provides rapid feedback on service interactions

FOCUS GROUPS & EMPATHY INTERVIEWS

Allows in-depth exploration to gain a broader understanding of customer perceptions

DAILY CUSTOMER ENGAGEMENTS

From phone conversations to emails to in-person meetings, hundreds of daily customer interactions give us a pulse check

SD-5 ACCOUNTABILITIES

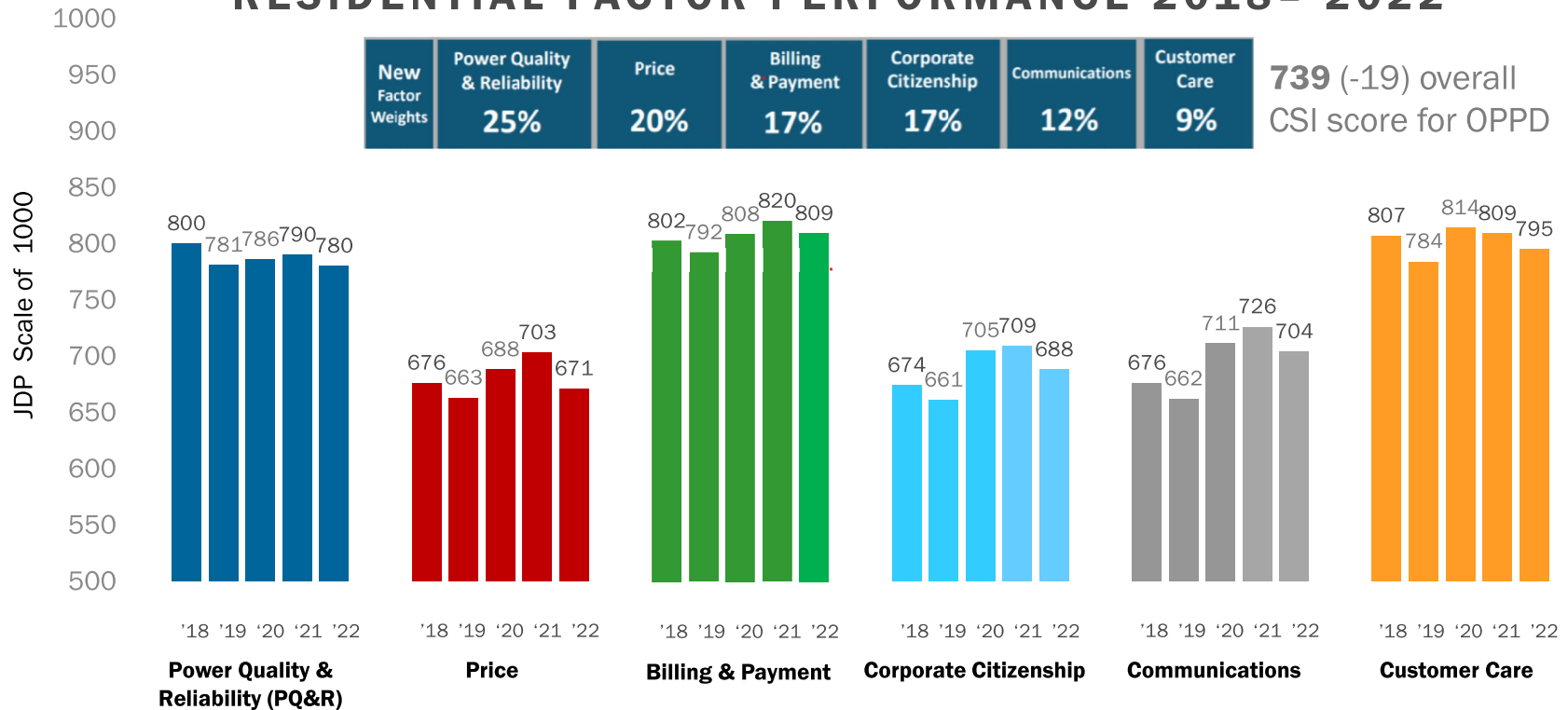
2) Measure customer satisfaction



2022 Residential Customer Satisfaction

2) Measure customer satisfaction

RESIDENTIAL FACTOR PERFORMANCE 2018 – 2022

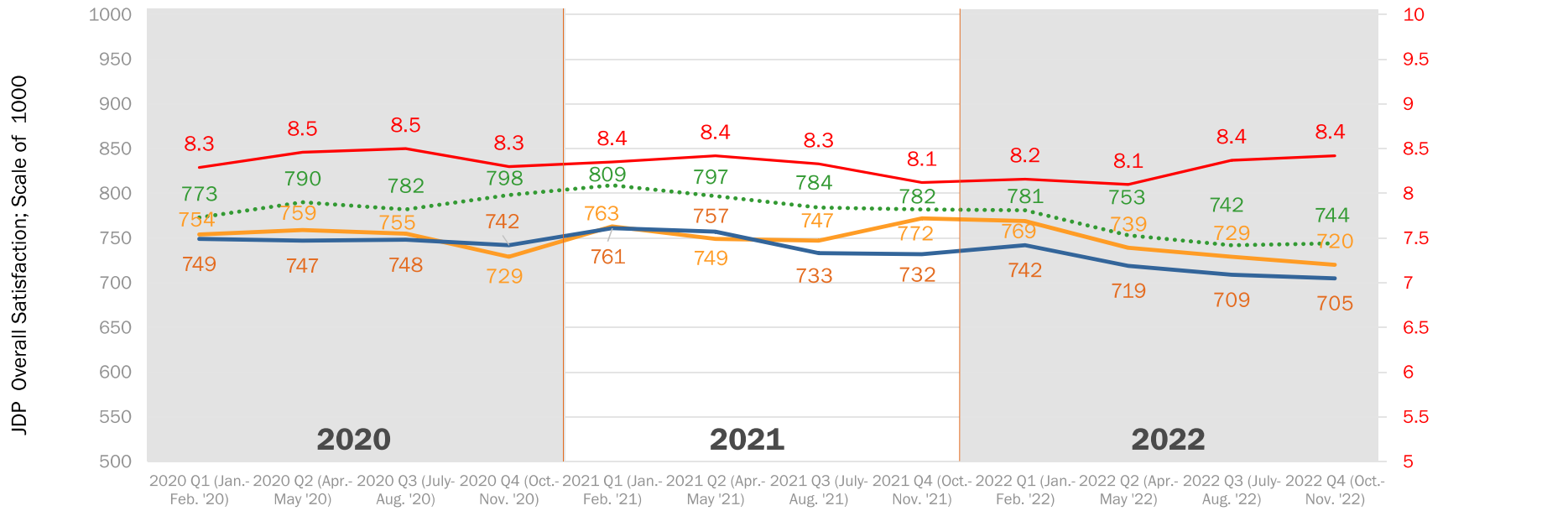


Source: 2018-2022 JD Power Associates Electric Utility Residential Customer Satisfaction StudySM

OPPD annual sample sizes are sufficient for statistically meaningful analysis.

2) Measure customer satisfaction

2020-22 JDP RESIDENTIAL QUARTERLY WAVES V. OPPD PROPRIETARY TRACKING



MWMS / Industry
Quartile Ranking

2 / 3

1 / 2

2 / 2

of MWMS / Industry
Utilities

16 / 143

16 / 145

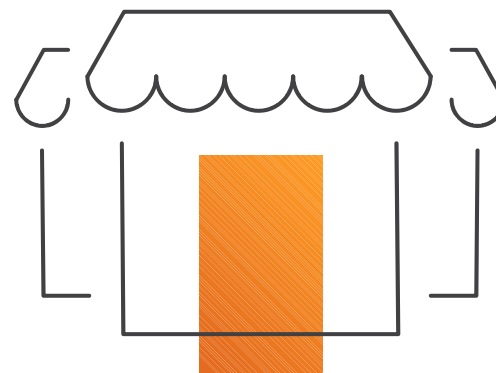
16 / 145

— JDP OPPD
 Highest score in JDP Midwest Midsize segment
 — JDP Midwest Midsize Average
 — OPPD's APECS (right vertical axis)

SD-5 ACCOUNTABILITIES

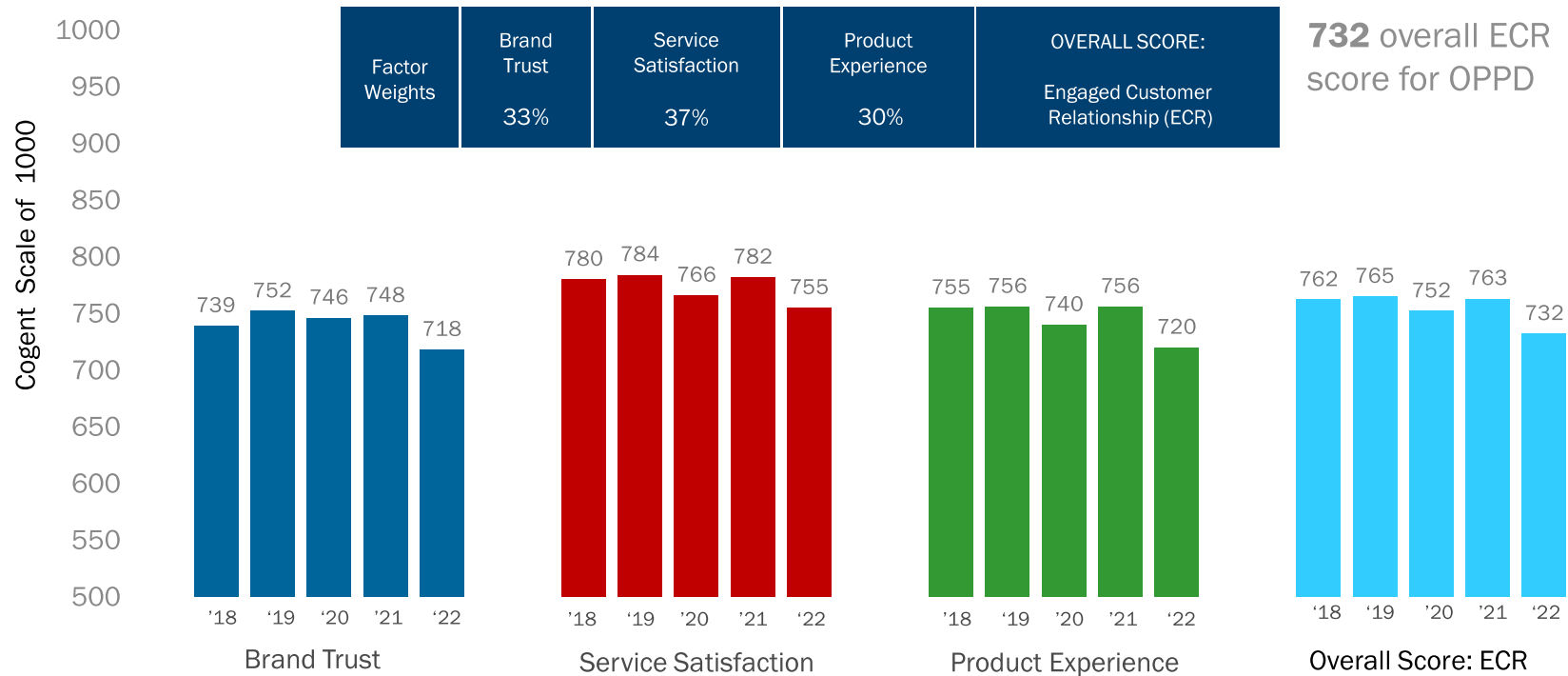
2) Measure customer satisfaction

2022 Business Customer Satisfaction



2) Measure customer satisfaction

BUSINESS FACTOR PERFORMANCE 2018-2022

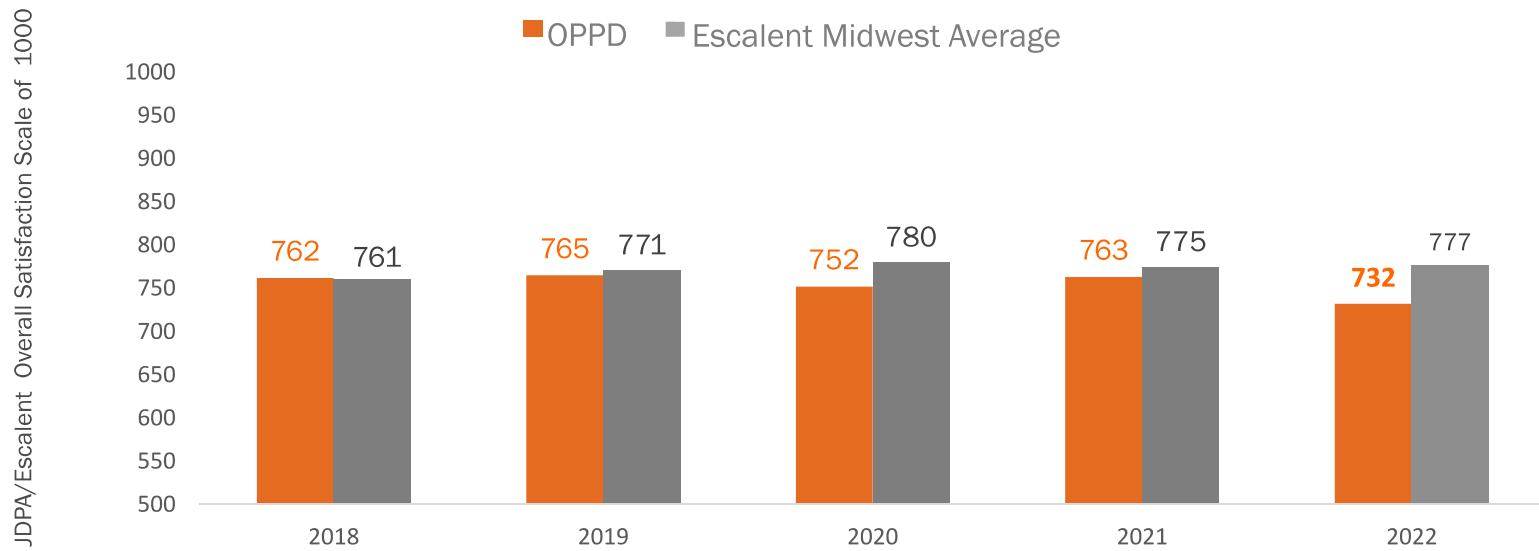


Source: 2018-2022 Escalent, Cogent Syndicated Electric Utility Business Customer Satisfaction StudySM

2) Measure customer satisfaction

BUSINESS CUSTOMER ENGAGED CUSTOMER RELATIONSHIP (ECR)

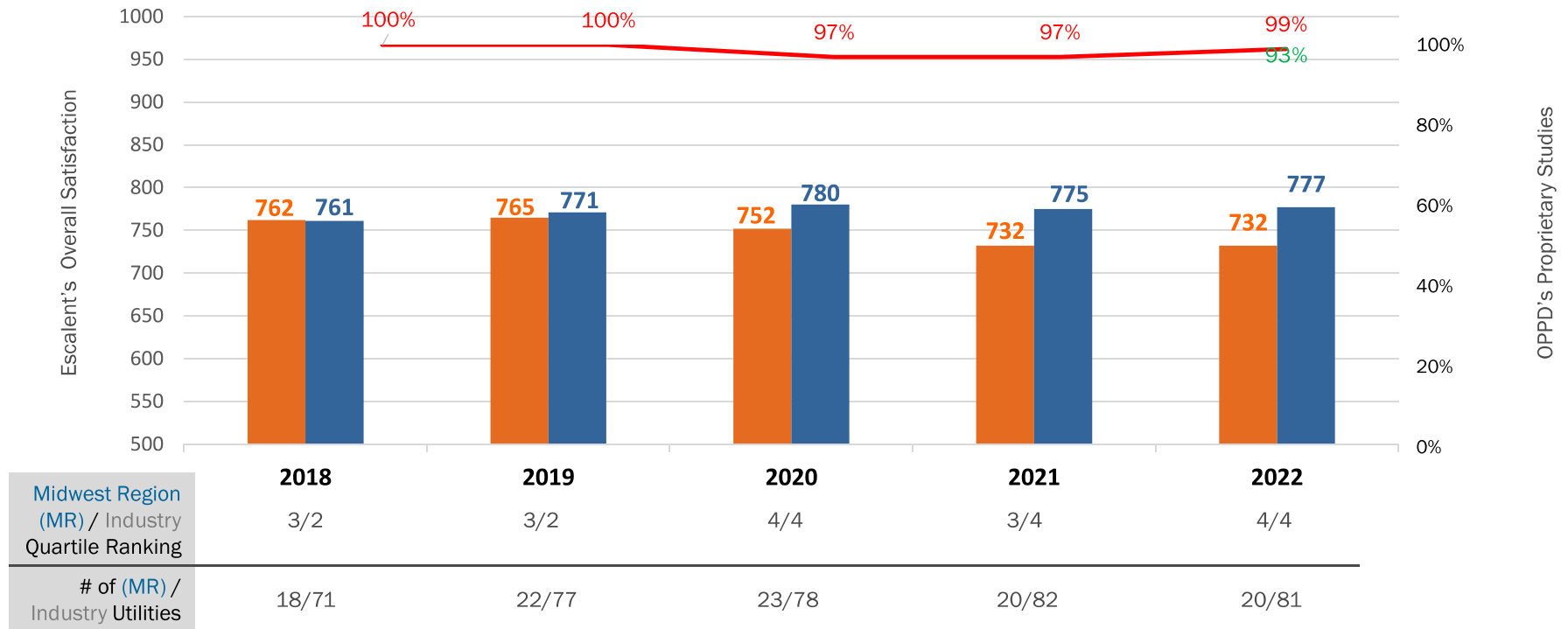
2018-2022 Historical Results



	2018	2019	2020	2021	2022
Midwest Region (MR) / Industry Quartile Ranking	3/2	3/2	4/4	3/4	4/4
# of (MR) / Industry Utilities	18/71	22/77	23/78	20/82	20/81

2) Measure customer satisfaction

BUSINESS CUSTOMER ENGAGED CUSTOMER RELATIONSHIP (ECR)



¹ Results are from 2018-2022 Escalent's Cogent Electric Utility Business Customer Satisfaction Study SM

² Customer Sales and Services Annual Product and Service Business Customer Satisfaction Study managed by OPPD's Market Research

³ Small to Medium Business Customer Relationship and Satisfaction Study managed by OPPD's Market Research.

.....SMB ³
 ■ OPPD

— CS&S ²
 ■ Midwest Region

IMPROVING CUSTOMER SATISFACTION

- Customer Engagement for the Future
- Maturation of Customer Experience function
- Annual business customer meeting
- Continued implementation of business customer strategy
- Collaboration with business and trade groups
- Mobilize internally around unique customer needs

2) Measure customer satisfaction

EXECUTIVE SUMMARY

- 1) **Overall, the utility industry saw a downturn in customer satisfaction in 2022.** Economic pressures have had a widespread impact on satisfaction, and both residential and business customers are more mindful of seeking value from their utilities.
- 2) **We narrowly missed our residential goal, and we have a watchful eye on any trends.** Our performance is stable, though customers' pricing and value concerns are top of mind. We're focused on delivering with excellence and clearly demonstrating value to our customers.
- 3) **Improving business customer engagement is marathon, not a sprint.** More data, more technology, more listening and more engagement are required, and we're developing our strategy.
- 4) **We're optimistic that our customer engagement work will make a difference.** With our Customer Engagement for the Future strategic initiative moving to an operationalization, we're optimistic we'll lay the groundwork for improved satisfaction and engagement over the long-term.

SD-5 ACCOUNTABILITIES

3) Prioritize using voice of the customer (VoC)

Use VoC to prioritize strategic plans, investments and operational activities to ensure high satisfaction in all aspects of OPPD's interactions with our customer-owners.

	1 HVAC Tune-up Rebates	2 Customer Engagement	3 Energy Education	4 Business Curtailment Program	5 Rate Design Principles
6 Residential & Fleet Electric Vehicle Rebates	7 Trade Ally Summit	8 Customer Solar Capacity Products	9 HVAC Smart Rebates	10 Marketing Messaging	11 Greener Together Program
12 SMB Energy Efficiency Tech Pilot	13 SMB Building Management System	14 C&I Outdoor Lighting	15 Solar Potentiality Study	16 Energy Assistance Donation Strategy	17 Customer Assistance Program

SD-5 ACCOUNTABILITIES

4) Interact respectfully - RESIDENTIAL

Interact with customer-owners in a respectful, dignified and civilized manner

	Target GOAL	2021 Year End	2022 Year End
Courtesy of the representative	98%	97%	96%
Helpfulness of the representative	98%	94%	93%
“Thank you for being customer”	100%	96%	96%

5) Treat with fairness - RESIDENTIAL

Communicate a procedure to customers who believe they have not received fair treatment from OPPD

Representative’s knowledge of OPPD’s policies	98%	94%	94%
--	-----	-----	-----

Results are from OPPD Market Research’s ongoing Residential CSR Transaction study
Responses with “very satisfied” or “somewhat satisfied”

SD-5 ACCOUNTABILITIES

4) Interact respectfully - BUSINESS

Interact with customer-owners in a respectful, dignified and civilized manner

	2021 Year End	2022 Year End
Treating you as a valued business customer	NA	85% *1
The utility representative was courteous and professional	82% *2	72% *2
Their field service worker was courteous and professional	76% *2	61% *2
Their email responses were courteous and professional	83% *2	69% *2
Takes customer concerns into account when making business decisions	56% *2	54% *2

*1 Results are from Market Research hosted Small/Medium Business Relationship Study (August 2022)

*2 Responses for Top-Three Box Scores from Escalent's Syndicated Business Satisfaction Study

SD-5 ACCOUNTABILITIES

5) Treat with fairness - BUSINESS

Communicate a procedure to customers who believe they have not received fair treatment from OPPD

	2021 Year End	2022 Year End
Is ethical in its dealings with customer	59% ^{*1}	59% ^{*1}
<i>I trust them to do the right thing for its customer</i>	61% ^{*1}	55% ^{*1}
Trust OPPD to “Do the Right Thing”	NA	88% ^{*2}

^{*1} Responses for Top-Three Box Scores from Escalent's Syndicated Business Satisfaction Study

^{*2} Results are from Market Research hosted Small/Medium Business Relationship Study (August 2022)

SD-5 ACCOUNTABILITIES

4) Interact respectfully

Interact with customer-owners in a respectful, dignified and civilized manner.

- OPPD's Core Values
- Robust Call Monitoring Program
- Customer Surveys
- Customer Service Training

SD-5 ACCOUNTABILITIES

5) Treat with fairness

OPPD shall communicate a procedure to customer-owners who believe they have not received fair treatment from OPPD.

Escalation Options:

- Account Supervisor
- OPPD.com – Board/ELT Contact email is added
- Dispute process on disconnect notice

SD-5 ACCOUNTABILITIES

6) Provide trends and updates

Provide periodic customer-owner trend updates to the Board.

Trends in the following topics have been reported to the Board:

- Customer Trends - Credit & Collections
- Product Development Update
- Annual SD-5 monitoring report

Recommendation

The Public Information Committee has reviewed and accepted this Monitoring Report for SD-5 and recommends that the Board finds OPPD is taking reasonable and appropriate measures to comply with Board Policy SD-5.

Any additional reflections on

what has been
accomplished ... or

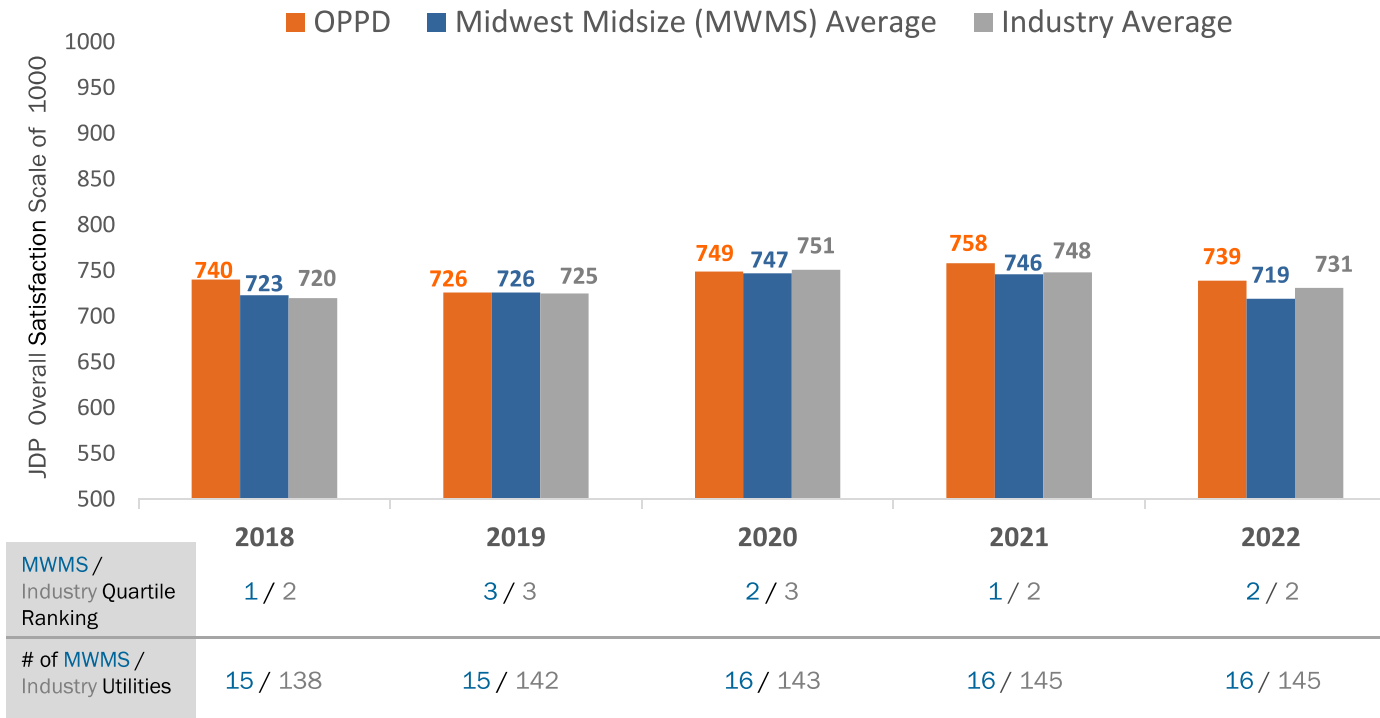
challenges or gaps



APPENDIX

2) Measure customer satisfaction

RESIDENTIAL JDP CUSTOMER SATISFACTION INDEX 2018-2022 Historical Results¹



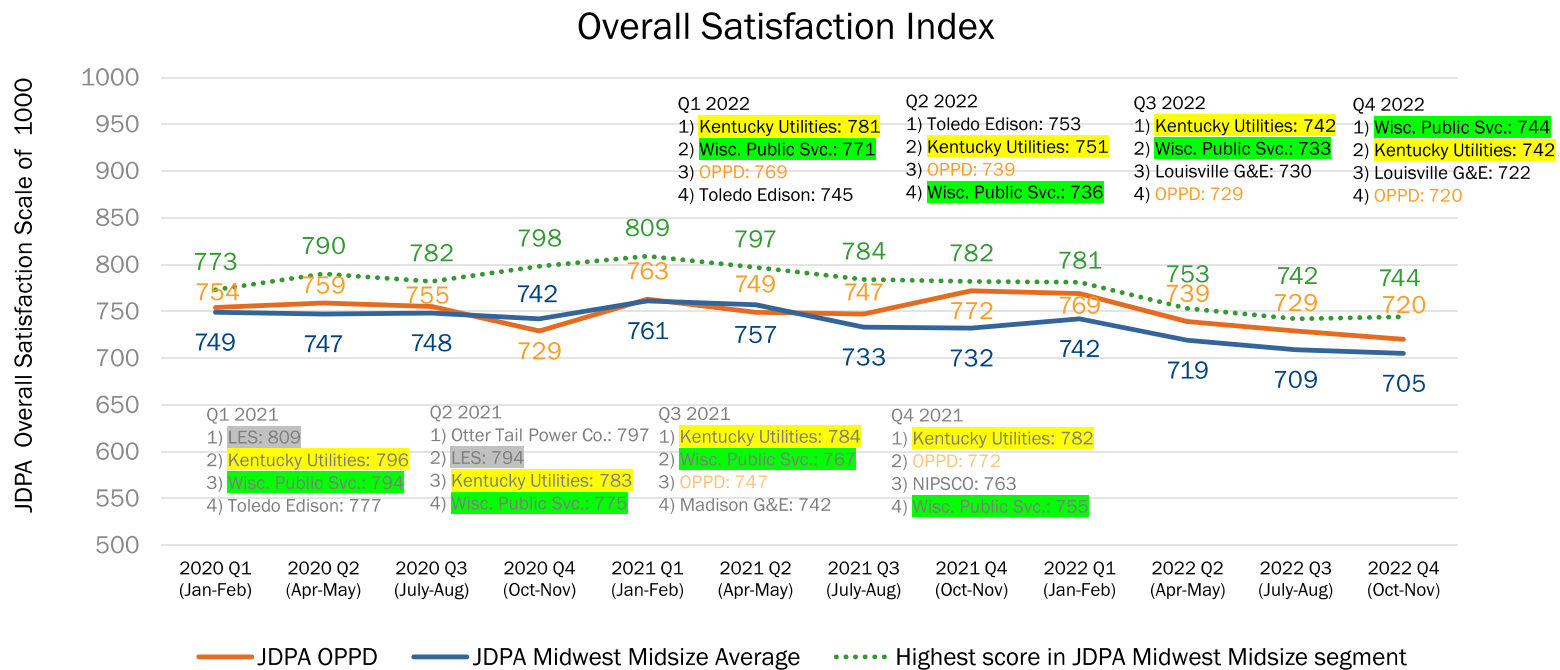
¹Results are from 2016-2022 JD Power Associates Electric Utility Residential Customer Satisfaction StudySM

Customer Satisfaction Index Components and Attributes

Power Quality & Reliability	25%
Supply electricity during extreme temps	
Promptly restore power after outage	
Provide quality electric power	
Avoid brief interruptions	
Keep you informed about outage	
Avoid lengthy outages	
Price	20%
Total monthly cost of electric service	
Ease of understanding pricing	
Efforts of utility to help manage monthly usage	
Fairness of pricing	
Availability of pricing options that meet needs	
Billing & Payment	17%
Ease of paying bill	
Reasonableness of billing cycle	
Variety of methods to pay bill	
Clarity of information on bill	
Corporate Citizenship	17%
Involvement in community	
Actions to take care of the environment	
Variety of energy efficiency programs offered	
Efforts to develop energy supply plans for the future	

Communications	12%
Communicating how to be safe around electricity	
Variety of communications used	
Efforts to communicate changes	
Creating messages that get attention	
Customer Care	9%
Customer Care: Phone Contact	
Ease of using automated system	
Promptness in speaking to a person	
Courtesy of the representative	
Knowledge of the representative	
Representative's concern for needs	
Clarity of information provided	
Timeliness of resolving problem, question, or request	
Customer Care: Online Contact	
Appearance of the website/mobile app	
Clarity of the information provided	
Ease of navigating the website/mobile app	
Helpfulness of chat representative	
Timeliness of resolving problem, question, or request	

RESIDENTIAL: Looking at the top performers





Agenda

**OPPDP BOARD OF DIRECTORS
REGULAR BOARD MEETING
Thursday, April 20, 2023 at 5:00 P.M.**

*Conducted in person at the Omaha Douglas Civic Center, 1819 Farnam Street,
2nd Floor Legislative Chamber, Omaha, NE 68183*

*Public may attend in person at the Omaha Douglas Civic Center or remotely by going to
www.oppd.com/BoardAgenda to access the Webex meeting link and view materials.*

Preliminary Items

1. Chair Opening Statement
2. Safety Briefing
3. Guidelines for Participation
4. Roll Call
5. Announcement regarding public notice of meeting

Board Consent Action Items

6. Approval of the March 2023 Meeting Minutes and the April 20, 2023 Agenda
7. Acquisition of Land Rights for Energy Production Infrastructure Project associated with and in proximity to the Nebraska City Station – Resolution xxxx
8. Debt Authorization – Resolution xxxx and Resolution xxxx
9. Decommissioning Trust Funding – Resolution xxxx
10. NC1 Reheater Outlet Header Replacement -- Material Contract Award – Resolution xxxx
11. Bennington Expansion Substation and Transmission Structures – Resolution xxxx
12. 161-13.8-13.8KV 40/53.3/67(75)MVA OLTC Power Transformer – Resolution xxxx
13. SD-4: Reliability Monitoring Report – Resolution xxxx
14. SD-5: Customer Satisfaction Monitoring Report – Resolution xxxx

Other Items

15. President's Report (40 mins)
16. Opportunity for comment on other items of District business
17. Adjournment

Please use the link below to find all committee and board agendas, materials and schedules. Board governance policies and contact information for the board and senior management team also can be found at www.oppd.com/BoardMeetings.

Action Item	Board Assignment	ELT Lead	Priority	Board Resources	OPPD Resources	Status	Accepted	Start	Finish	Comment
Develop a Board training plan	Chair	Fernandez	Medium	Medium	Low	On Track	12/01/21	08/11/22	04/28/23	Finish date moved per conversation during Governancepre-Committee (1/12) to reflect committee desire to explore best ways for training delivery with Board.
SD-2: Rates Policy Refinement <i>(Most recent monitoring report approved 6/16/22; next monitoring report tentatively June 2023)</i>	FIN	Bishop	Medium	Medium	Medium	On Hold	08/26/20	04/02/21	TBD	Initial revision completed (12/15/22); Will make future revisions based upon the outcomes of the Rate Workshops (timing TBD)
Governance discussion re: handling of concepts that span multiple SDs	GOV	Focht	Medium	Low	Low	On Hold	02/12/21	04/13/21		
Ad Hoc Committee on Market Transformation	GOV	Focht	Low	Low	Medium	On Hold	08/26/20			SD-9 potential revisions may address part of this topic
SD-13: Stakeholder Outreach & Engagement policy refinement <i>(Most recent monitoring report approved 10/21/21; Next monitoring report tentatively Oct. 2022)</i>	PI	Olson	Medium	Low	Medium	On Hold	01/19/21	02/09/21		PI Committee consensus on 12/7/21 to revise SD-11 first.
SD-4: Reliability Policy Refinement <i>(Most recent monitoring report approved 4/21/22; next monitoring report tentatively April 2023)</i>	SMNO	Via	Medium	Low	Medium	On Hold	08/26/20			Plan is for the Systems Committee to begin revision efforts after SD-9 and SD-7 are revised.
SD-12: Information Management and Security	GOV	Brown	Low	Low	Medium	Not Started				Request from Director Moody to affirm that SD-12 is still relevant and provides sufficient direction to the district, especially given the volume and complexity of change happening in the IMS space; explore OPPD's role in allowing its customers to share their information for broader advancement of the utility industry future.
Assess and implement best ways to evolve Board review process	GOV	Focht	Low	Medium	Medium	Not Started	12/01/21			
Update the language in GP-6: Role of the Board Officers - Add clarity for how/when/who appoints ad hoc committees	GOV	Focht	Low	Low	Low	Not Started	12/01/21			
Improve process for how we manage board work plan	Chair	Focht	Medium	Low	Low	Completed	12/01/21	12/01/21	04/16/22	Will socialize Mar/Apr
Gain line of sight into CEO Coaching	Chair	Fernandez	Low	Low	Low	Completed	12/01/21	02/01/22	05/31/22	Javier worked with STS on development plan; STS presented development plan at 5/17/22 closed session
Improve manner in which committee meeting objectives are written	Committee Chairs	Executive Liaisons	Low	Low	Low	Completed	12/01/21	12/01/21	04/16/22	Addition of deputy executive liaison/scribe role will facilitate
SD-5: Customer Satisfaction - non-substantive update	GOV	Focht	Low	Low	Low	Completed	12/01/21	12/01/21	04/21/22	Included in the non-substantive change proposal approved by the Board on 4/21/22
Refine SD monitoring process to address question of "compliance" as well as allow discussion on both on what has been achieved and where there are continued challenges and gaps; include any changes for GP-3: Board Job Description	GOV	Focht	Medium	Medium	Medium	Completed	02/12/21	02/12/21	04/21/22	Piloting a refined approach with SD-1 Monitoring Report approved on 4/21/22; will implement in monitoring reports starting in May 2022
SD-1: Strategic Foundation Monitoring Report Discussion and Refinement	GOV	Focht	Low	Low	Low	Completed	02/12/21	04/13/21	04/21/22	Addressed during monitoring report approved on 4/21/22
Understand and recommend action regarding chairs being able to serve two consecutive terms	GOV	Bruckner	Medium	Low	Low	Completed	12/01/21	12/01/21	01/20/22	Keep current process, track years served, and confirm on an annual basis.

Action Item	Board Assignment	ELT Lead	Priority	Board Resources	OPPD Resources	Status	Accepted	Start	Finish	Comment
Clarify role of committee chair and executive liaison in determining need for pre-committee meetings and related agendas	GOV	Focht	Low	Low	Low	Completed	12/01/21	12/01/21	01/20/22	Built into the monthly meeting between executive liaison and committee chair
Explore mechanisms for sharing pre-committee discussions with all Board members	GOV	Focht	Low	Low	Low	Completed	12/01/21	12/01/21	01/20/22	Address through chair report during All Committees meeting and availability of materials in Diligent
Improve how we use the Summary of Committee Direction and reporting during All Committee meetings	GOV	Focht	Low	Low	Low	Completed	12/01/21	12/01/21	03/11/22	Addition of deputy executive liaison/scribe role will facilitate
BL-5: Unity of Control Policy Revision	GOV	Focht	Medium	Low	Low	Completed	08/26/20	08/26/20	12/09/20	
BL-7: Delegation to the President & CEO	GOV	Focht	Medium	Low	Low	Completed	08/26/20	08/26/20	09/17/20	
GP-4: Agenda Planning	GOV	Focht	Low	Low	Low	Completed	08/26/20	08/26/20	09/17/20	
SD-11: Economic Development policy refinement <i>(Most recent monitoring report approved 11/18/21; Next monitoring report tentatively Nov. 2022)</i>	PI	Olson	Medium	Low	Medium	Completed	01/19/21	02/09/21	06/16/22	PI committee currently reviewing draft; intend to advance out of committee to Board in May; Board approved revised SD-11 on 6/16/22
BL-9: Delegation to President & CEO - Local, State and Federal Legislation and Regulation - Legislative Resolution	PI	Olson	High	Low	High	Completed	07/11/20	07/11/20	10/13/20	
SD-9: Resource Planning policy refinement <i>(Most recent monitoring report approved 8/17/21; next monitoring report tentatively September 2022)</i>	SMNO	Via / Underwood	Medium	Low	Medium	Completed	08/26/20	12/03/20	08/18/22	System Committee consensus at 3/3/22 meeting to share language with other Board members between March and April for potential public discussion in April. Board discussion and consensus at 6/14/22 All Committees meeting to return SD-9 policy to System Committee for further refinement. Policy revised and posted for public comment 7/28/22-8/14/22. Board approved revisions and renaming of policy to SD-9: Integrated System Planning 8/18/22.
SD-7: Environmental Stewardship policy refinement <i>(Most recent monitoring report approved 10/21/21; Next monitoring report tentatively Oct. 2022)</i>	SMNO	Olson	Medium	Low	Medium	Completed	10/05/21	09/08/22	09/22/22	Plan is for the Systems Committee to begin revision efforts after SD-9 is revised. Discussion about an update to include interim metrics for carbon emissions reduction is expected after this work is completed and presented. System Committee discussed proposed revision at 9/8/22 meeting; Board approved revision 9/22/22.
SD-7: Environmental Stewardship policy refinement	SMNO	Fisher	High	Low	Medium	Completed	01/19/21	01/19/21	05/20/21	Added language to reflect climate change



Reporting Item

BOARD OF DIRECTORS

April 18, 2023

ITEM

Power with Purpose; Natural Gas Generation, Energy Delivery and Solar Updates

PURPOSE

Provide updates on Power with Purpose projects for April 2023.

TURTLE CREEK STATION & STANDING BEAR LAKE STATION FACTS

- a. Engineering, procurement, and construction activities are in progress. As all procurement and material receipt is not complete, the teams continue to monitor and work through supply chain, resource, and schedule challenges including delays.
- b. At Standing Bear Lake Station, erection of the radiator steel structure and the engine hall along with excavation of duct banks for power distribution centers continues. In the substation area, the switches and insulators are being installed as is the concrete cable raceway next to the control house foundation.
- c. At Turtle Creek Station, major foundation work is occurring for the power distribution center and progress continues on the administrative building. In the substation area, insulators are being installed, conduit for breakers is being run, and the ground grid is complete.

ENERGY DELIVERY FACTS

- a. Wire installation is nearly complete on the Sarpy Southwest Transmission Project with approximately 1 mile remaining to be installed. As wire construction completes, the transmission lines will be ready for energization with property restoration and landowner settlements the remaining close-out activities.
- b. Transmission line construction for Standing Bear Lake Station will resume this fall after the summer peak season. Substation work continues at the remote end substation near 144th and State Streets with major activities including steel structure erection and major equipment installation.

SOLAR FACTS

- a. The 81-megawatt Platteview Solar facility in Saunders County continues to make progress. AES and their engineering, procurement, and construction (EPC) contractor, Blue Ridge Power, has mobilized to site and started various work including site access and perimeter fence erection. Solar field build out is expected to begin this summer. Construction on the interconnection substation also continues to progress.
- b. The industry continues to seek further details and guidance for the Inflation Reduction Act (IRA) from the Department of Treasury and Internal Revenue Service (IRS). In light of this, OPPD staff continue to work with industry experts, including financial, tax, legal, and suppliers, to evaluate these policies and understand how to optimize the pursuit of solar deployment for customer owners.
- c. Staff continue to track and maintain a development pipeline of potential projects, informed by ongoing discussions with project developers, suppliers, and other industry experts.

- d. OPPD staff continue to engage with local jurisdictions to support the development of solar regulations and provide education on solar technology.

RECOMMENDED:

DocuSigned by:
Troy Via
181107221FA24AE...
Troy R. Via
Chief Operating Officer & Vice President
Utility Operations

APPROVED FOR REPORTING TO BOARD:

DocuSigned by:
L. Javier Fernandez
AC300FDCE66247E...
L. Javier Fernandez
President and Chief Executive Officer

TRV:maw



Power with Purpose Update

Committee Meeting

April 18, 2023



Power with Purpose Update

Agenda

- Standing Bear Lake Station & Turtle Creek Station
- Solar



Standing Bear Lake Station & Turtle Creek Station



Power with Purpose Update

Standing Bear Lake Station

- Site Progress: 50.1%
- Construction activities
 - Substation: switches and insulators are being installed; concrete cable raceway is going in next to control house foundation
 - Generation: erecting steel structure for radiators; excavating duct banks for power distribution centers; installing vapor barriers and liners on walls/roof of engine hall



Facing Southeast – Radiator Structure



Facing Northeast – Engine Hall Enclosure



Facing Northeast – Substation Control House Duct Bank

Power with Purpose Update

Turtle Creek Station

- Site Progress: 48.8%
- Construction activities
 - Substation: insulators are being installed; ground grid is completed; running conduit for breakers
 - Generation: poured power distribution center foundation; set Siemens electrical package; installing raised floor in control room



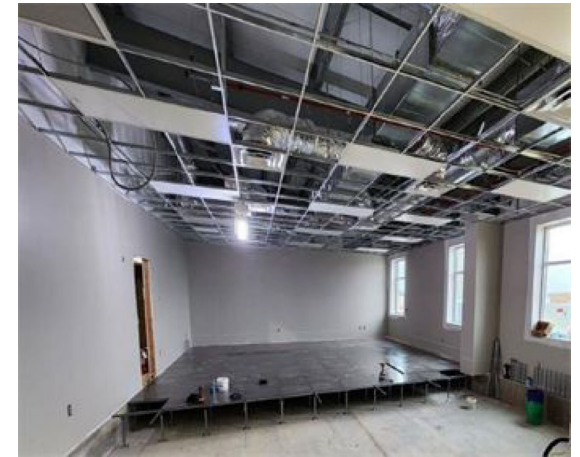
Substation



Facing Northwest – Power Distribution Center Foundation



Unit #2 Electrical Package



Admin Bldg. – Control Room Raised Floor

Challenges & Opportunities

- Supply Chain & Resource Challenges
- EPC Delays (Engineering Design, Procurement, Site Progress)
- 8% increase above PRB est. with 50% completion
- Operational Dates Sliding Right
 - SBLS: Q1 2024 Baseline → Q2 2024
 - TCS: Q1 2024 Baseline → Q2 2024
- OPPD's engagement and execution



Solar Update



Platteview Solar

April Project Status Update

- OPPD Substation Progress: 50%
- AES Progress: 30%
- Ongoing Activities
 - OPPD substation construction is ongoing. Foundations, ducts, grounding and fence expansion work complete. Structural buildout in progress
 - Electrical and Structural 90% design packages are under review
 - Civil design packages Issued For Construction
 - AES (Developer) and Blue Ridge Power (EPC) have mobilized to site
 - Various civil activities will be commencing to include site access and perimeter fence erection
 - Racking and Module delivery Q2 2023
 - Project team has regular meetings with Saunders County leaders and the community providing project updates



Platteview Solar

April Project Status Update



Substation – Construction Activities



Platteview Solar – Site Readiness