



OPPD BOARD OF DIRECTORS
ALL COMMITTEE MEETING MINUTES

October 17, 2023

The regular committee meetings of the Board of Directors of the Omaha Public Power District (“OPPD” or “District”) were held in person with public accessibility both in person and via WebEx audio and video conference on Tuesday, October 17, 2023. The meeting opened at 8:00 a.m.

Present in person were Directors A. E. Bogner, M. J. Cavanaugh, M. R. Core, S. E. Howard, C. C. Moody, M. G. Spurgeon and E. H. Williams. J. M. Mollhoff joined the meeting at 8:10 a.m. Also present in person were M. V. Purnell, Brian Juncker with STS, and Messrs. S. M. Bruckner and T. F. Meyerson of the Fraser Stryker law firm, General Counsel for the District. Chair E. H. Williams presided and E. H. Lane, Sr. Board Operations Specialist, recorded the minutes.

The Executive Leadership Team members joined the closed session following the CEO Growth & Effectiveness Update agenda item at 9:10 a.m. Present in person included: J. M. Bishop, K. W. Brown, C. V. Fleener, S. M. Focht, T. D. McAreavey, K.S. McCormick, L. A. Olson, M. V. Purnell, B. R. Underwood and T. R. Via.

Committee Agenda Item 1: Board Chair Opening Statement

Chair Williams gave a brief opening statement, including an announcement regarding public notice of meeting, which was publicized by notifying the area news media¹; by publicizing same in the Omaha World Herald², OPPD Outlets newsletter, oppd.com and social media; by displaying such notice on the Arcade Level of Energy Plaza; and by emailing such notice to each of the District’s Directors on October 13, 2023. He also provided reminders for using the WebEx audio and video conferencing platform. He noted the Board would conduct a closed session to discuss four topics (i) Corporate Officer Performance Reviews and Compensation Adjustments; and (ii)

¹ News outlets that received OPPD Board meeting notification emails included: 1. KETV; 2. WOWT; 3. KMTV; 4. KPTM; 5. Telemundo Nebraska; 6. Nebraska Public Media (NET-TV); 7. NewsChannel Nebraska; 8. KFAB; 9. KOIL 1290 AM; 10. KIOS 91.5 FM – Nebraska Public Radio (Omaha); 11. Radio Lobo – 97.7 FM (Omaha); 12. Boomer Blair 97.3 FM (Blair); 13. KHUB 1340 AM/KFMT 101.5 FM (Fremont); 14. Sunny 101.3 FM (Falls City); 15. Omaha World Herald; 16. Washington County Enterprise & Blair Pilot Tribune; 17. Lincoln Journal Star; 18. Omaha Daily Record; 19. Omaha Star; 20. Douglas County Post-Gazette; 21. Papillion Times; 22. Bellevue Leader; 23. Midlands Business Journal; 24. Ralston Recorder; 25. Sarpy Guide and News; 26. Pawnee Republican; 27. Tecumseh Chieftain; 28. Ashland Gazette; 29. Wahoo Newspaper; 30. Nebraska City News Press; 31. Cassgram (Cass County online news publication); and 32. Associated Press.

² Public notice of meeting was published in the print version of the *Omaha World Herald* newspaper on October 10, 2023, and in the online version from October 10 through October 17, 2023.

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CEO Performance Review and Compensation Adjustment; (iii) Enterprise Risk Management Quarterly Update; and (iv) Near Term Generation Strategic Partner.

Committee Agenda Item 2: Closed Session

At 8:01 a.m. Director Bogner moved that the Board go into Closed Session. Director Bogner stated as follows:

"I move that the Board go into closed session at this time (8:01 a.m.) to discuss four topics: (i) CEO Growth & Effectiveness Update; (ii) Integrated Operations Center -- Engineer's Certification; (iii) Acquisition of Land Rights for Enterprise Operations Technology Communication Network Asset; and (iv) Customer Growth Update.

*With respect to the **CEO Growth and Effectiveness Update**, a closed session is necessary because the discussion will involve competitive and confidential compensation and retention information, as well as performance evaluation information.*

*With respect to the **Integrated Operations Center -- Engineer's Certification** a closed session is necessary for the protection of the public interest because the discussion involves sensitive utility infrastructure information, and confidential cost information, the disclosure of which would disadvantage the District in future negotiations with potential contractors.*

*With respect to the **Acquisition of Land Rights for Enterprise Operations Technology Communication Network Asset**, a closed session is necessary for the protection of the public interest because the discussion involves matters that are confidential and protected by the attorney-client privilege and attorney work product doctrine and involve the discussion of security for District property and utility infrastructure information."*

*With respect to the **Customer Growth Update** a closed session is necessary because the discussion will involve competitively sensitive customer information.*

The motion was seconded by Director Cavanaugh.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – Yes; Core – Yes; Howard – Yes; Mollhoff – Absent; Moody – Yes; Spurgeon – Yes; Williams – Yes. The motion carried (7-0).

Chair Williams read the following:

"The motion to go into closed session has passed. This closed session will be limited to discussion regarding four topics (i) CEO Growth & Effectiveness Update; (ii) Integrated Operations Center - - Engineer's Certification; (iii) Acquisition of Land Rights for Enterprise Operations Technology Communication Network Asset; and (iv) Customer Growth Update.

After confirming the Board members, S. M. Bruckner and T. F. Meyerson, General Counsel, M. V. Purnell, Brian Juncker and E. H. Lane were present, the WebEx Event was locked to prevent additional attendees from joining, the board conducted its closed session discussion of the CEO Growth & Effectiveness Update. At 9:10 a.m., Executive Leadership Team members, and OPPD staff subject matter experts joined the meeting. The Board then conducted its closed session discussion of Integrated Operations Center -- Engineer's Certification; Acquisition of Land Rights

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for Enterprise Operations Technology Communication Network Asset; and Customer Growth Update.

At 10:10 a.m., the Board took a break. No further business was discussed. The WebEx Event was unlocked to allow OPPD staff and the public to join.

At 10:18 a.m., a motion was made and seconded to reconvene the meeting in open session.

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

Chair Williams stated:

“The motion to come out of closed session at (10:18 a.m.) is carried. This closed session was limited to discussion regarding four topics (i) CEO Growth & Effectiveness Update; (ii) Integrated Operations Center -- Engineer's Certification; (iii) Acquisition of Land Rights for Enterprise Operations Technology Communication Network Asset; and (iv) Customer Growth Update.

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

Chair Williams welcomed members of the public and gave an overview of the meeting agenda and reminders for using the WebEx audio and video conferencing platform. He informed the public that per the Board's Guidelines for Public Participation, the Board does not take public comment during the All Committees meeting. The Board will take public comments at the Board meeting on Thursday, October 19, 2023, which will be conducted in person at the Omaha Douglas Civic Center at 5:00 p.m. The public may attend in person or remotely via WebEx Events by going to oppd.com.

Chair Williams noted all Board members were present, along with members of the OPPD executive leadership team and subject matter experts. Additionally, 21 members of the public and OPPD employees joined via WebEx.

Committee Agenda Item 4: Safety Briefing

Josh Clark, Manager, Protective Services, provided physical safety reminders. L. J. Fernandez, President and CEO, provided psychological safety reminders, including current safety focus reminders about: (i) Line of fire; (ii) Fall weather hazards; and (iii) Fire prevention at work and at home.

Committee Agenda Item 5: Governance Committee

Governance Committee Chair Report

Director Bogner reported the Governance Committee met on October 12, via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The committee discussed: (i) Safety Briefing; (ii) CEO Growth & Effectiveness Update; (iii) Prior Month Pre-Committee Action Items; (iv) Board Work Plan; (v) Board Operating Principles; (vi) Governance Committee Planning Calendar; and (vii) Summary of Meeting. Director Bogner also reviewed the three-month outlook for the committee.

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Supporting Data

Agenda

Three Month Outlook

Committee Agenda Item 6: Finance Committee

Finance Chair Report

Director Spurgeon reported the Finance Committee met on October 6, via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The committee discussed: (i) Safety Briefing; (ii) Preliminary Results Review of the COP & 5 Year Outlook; (iii) Superseding of Resolution 5764 – Increase of Draft Authority for Right of Way and Claims from \$3,000 to \$15,000 (*Was not discussed; moved to the November pre-committee agenda*); (iv) Board Work Plan – Finance Committee Items; and (v) Summary of Meeting. Director Spurgeon also reviewed the 2024 COP Timeline.

Supporting Data

Agenda

Committee Agenda Item 7: Customer and Public Engagement Committee

Customer and Public Engagement Committee Chair Report

Director Howard reported the Customer and Public Engagement Committee met on October 9, via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The committee discussed: (i) Safety Briefing; (ii) Nebraska City Levee Project and Outreach; (iii) SD-13: Stakeholder Outreach and Engagement Monitoring Report; (iv) REC Sales Update; (v) Board Work Plan; and (vi) Summary of Meeting.

SD-13: Stakeholder Outreach & Engagement Monitoring Report

L. A. Olson, Vice President, Public Affairs, and L. L. Zagurski, Manager, Outreach, provided the following report to ensure full board review, discussion, and acceptance of SD-13:Stakeholder Outreach & Engagement Monitoring Report:

- a. The first set of Board policies was approved by the Board on July 16, 2015. A second set of Board policies was approved by the Board on October 15, 2015.
- b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process.
- c. The Customer and Public Engagement Committee is responsible for evaluating Board Policy SD-13: Stakeholder Outreach and Engagement.
- d. The Customer and Public Engagement Committee has reviewed the SD-13: Stakeholder Outreach and Engagement Monitoring Report, as outlined on Exhibit A, and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

Requesting Board of Directors approval of SD-13:Stakeholder Outreach & Engagement Monitoring Report as outlined in Exhibit A.

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The Board was scheduled to vote on this matter at the October 19, 2023, meeting.

Supporting Data

Datasheet

Exhibit A – Monitoring Report

Resolution

Committee Agenda Item 8: System Management & Nuclear Oversight Committee

System Management & Nuclear Oversight Committee Chair Report

Director Moody reported the System Management & Nuclear Oversight Committee met on September October 4 in person and via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The committee discussed: (i) Safety Briefing; (ii) SD-4: Reliability Policy Revision; (iii) SD-7: Environmental Stewardship Monitoring Report and Revision Process Timeline; (iv) Integrated Operations Center Update; (v) Grande Prairie Wind Facility Update; (vi) Board Approval Items; (vii) Board Work Plan; (viii) Summary of Meeting.

Supporting Data

Agenda

SD-7: Environmental Stewardship

C.V. Fleener, Vice President, Sustainability and Environmental Affairs, provided the following report to ensure full board review, discussion, and acceptance of SD-7: Environmental Stewardship.

- 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-7: Environmental Stewardship.
- d. The System Management and Nuclear Oversight Committee has reviewed the SD-7: Environmental Stewardship Monitoring Report as outlined on Exhibit A, and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

Requesting authorization by the Board of Directors to commence eminent domain proceedings for permanent and temporary easements as needed on parcels not acquired voluntarily after all reasonable efforts have been made.

The Board was scheduled to vote on this matter at the October 19, 2023, meeting.

Supporting Data

Datasheet

Exhibit A – Monitoring Report

Resolution

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The board took a break for lunch at 12:05 p.m. and reconvened at 12:35 p.m.

SC5A/B Power Turbine Refurbishment – Engineer’s Certification

T.R. Via, Vice President, Utility Operations and COO, provided the following information to support Board authorization to provide services for repair of the Sarpy County Station Unit 5A and 5B power turbine services to repair Sarpy County Station Unit 5A and 5B power turbines.

- a. Sarpy County Station Unit 5 was inspected in September 2023 and the ‘A’ and ‘B’ power turbines were found to have damage requiring repairs.
- b. Sarpy County Station Unit 5 has been removed from service until repairs can be completed.
- c. The needed refurbishment, design modification, and repair work is proprietary and only the original equipment manufacturer (OEM), Mitsubishi Power Aero LLC, is known to have the tooling, proprietary parts, and expertise to perform the necessary repairs.
- d. The District’s engineer has certified the proprietary nature of the work, and that the OEM is the only available source of supply for this work.

Requesting approval of the Engineer’s Certificate and authorization for Management to negotiate and enter into contract(s) with Mitsubishi Power Aero LLC to provide the parts and specialized services for repair of the Sarpy County Station Unit 5A and 5B power turbines.

The Board was scheduled to vote on this matter at the October 19, 2023, meeting.

Supporting Data

Letters of Recommendation
Engineer’s Certificate
Legal Opinion
Resolution

NC1 Aux. Cooling HX & Condenser Waterbox B Retube – Labor Contract Award

T.R. Via, Vice President, Utility Operations and COO provided the following information to support Board authorization to issue a labor services contract for Nebraska City Station Unit 1 Main Condenser Waterbox B and Auxiliary Cooling Heat Exchanger 2B Re-tube.

- a. The Main Condenser Waterbox B and Auxiliary Cooling Heat Exchanger 2B tubes are at the end of their expected life. Recent inspection reports have confirmed re-tubing is necessary to ensure reliability.
- b. The re-tubing work will be completed during the planned spring 2024 outage. Materials have been previously procured separate from this contract.
- c. Two bids were received in response to Request for Proposal (RFP) No. 6086. Both bids were determined to be legally and technically responsive.

Requesting authorization by the Board to award a contract to TEi Construction Services, Inc. for labor services to re-tube the Nebraska City Station Unit 1 Main Condenser Waterbox B and the Auxiliary Heat Exchanger 2B in the amount of \$1,069,700.

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The Board was scheduled to vote on this matter at the October 19, 2023, meeting.

Supporting Data

Letter of Recommendation

Tabulation of Bids

Legal Opinion

Resolution

Integrated Operations Center – Engineer’s Certification

K. S. McCormick, Vice President, Safety and Facilities, provided the following information to support Board authorization to construct the District’s new Integrated Operations Center (IOC).

- a. The District hired HDR+BAW Architecture in May 2023 as the architect and engineer for the project.
- b. Project programming began in June 2023 and will be complete in November 2023. Design will commence upon completion of programming and is planned through the fourth (4th) quarter of 2024. Construction is planned to begin in the third (3rd) quarter of 2024 with an initial construction bid package for grading and site work.
- c. The construction of the Integrated Operations Center facilities is highly complex and requires detailed planning and coordination efforts among the project team.
- d. The District project team desires to bring a construction contractor on board early in the design process to provide preconstruction services and then proceed with project construction upon design completion.
- e. There are a limited number of contractors with the qualifications, expertise, and experience to construct an Integrated Operations Center.
- f. The District’s engineer has certified that the work is technically complex and that the use of the sealed bid process is impractical and not in the public’s best interest. It is essential the District’s project team openly discuss with potential contractors the requirements and challenges in constructing such a facility so that OPPD achieves a cost-effective contract for the IOC that adequately addresses all technical, cost, schedule, responsibility, and risk allocation factors.

Requesting Board approval of the Engineer’s Certificate and authorization for Management to negotiate and enter into a contract or contracts with one or more qualified contractors for the construction of OPPD’s Integrated Operations Center without use of the sealed bidding requirements of sections 70-637 to 70-639 of the Nebraska Revised Statutes.

The Board was scheduled to vote on this matter at the October 19, 2023, meeting.

Supporting Data

Letter of Recommendation

Engineer’s Certificate

Legal Opinion

Resolution

Sale of Real Property for UNMC Saddle Creek Campus Public Improvement

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S. M. Focht, Vice President, Corporate Strategy and Governance, provided the following information to support board approval for the sale of real property for UNMC Saddle Creek Campus public improvement.

- a. OPPD's Board-Staff Linkage Policy, BL-10: Delegation to the President and Chief Executive Officer – Real and Personal Property, directs that "All sale or transfer of property ownership shall require Board approval."
- b. The sale of property does not adversely affect operations now or in the future.
- c. An independent appraiser valued the property acquisition at \$107,760.00. OPPD believes the offer is reasonable and fair compensation.

Requesting authorization by the Board to convey the property to the City of Omaha, Nebraska for \$107,760.00

The Board was scheduled to vote on this matter at the October 19, 2023, meeting.

Supporting Data

Exhibit A

Resolution

Acquisition of Land Rights for Enterprise Operations Technology Communication Network Asset

S. M. Focht, Vice President, Corporate Strategy and Governance, provided the following information to support Board authorization to use eminent domain as necessary to acquire fee ownership and/or permanent easements of land for an existing Enterprise Operations Technology Communications Network asset through December 31, 2024.

- a. This requested eminent domain authorization covers land rights that need to be acquired for an existing Enterprise Operations Technology Communications Network asset that supports District operations.
- b. OPPD entered into a lease agreement on May 15, 1969, as amended.
- c. It may be necessary to acquire fee ownership of land and/or permanent easements for the asset.
- d. OPPD will commence negotiations with the landowner to voluntarily acquire the necessary land rights for the asset.
- e. 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 the landowner.
- f. Management will report the filing of eminent domain actions to the Board.
- g. This requested authorization extends through December 31, 2024. Additional authorizations after that date will be requested, as needed.

Requesting authorization by the Board of Directors to commence eminent domain proceedings to acquire fee ownership of land and/or permanent easements of land for an existing Enterprise

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Operations Technology Communications Network asset, with this authorization extending through December 31, 2024.

The Board was scheduled to vote on this matter at the October 19, 2023, meeting.

Supporting Data

Resolution

Committee Agenda Item 9: Other Business

Confirmation of Board Meeting Agenda

The Board members reviewed the agenda for the Board meeting on Thursday, October 19, 2023, and it was decided items 8 and 12 on the agenda will be moved to Discussion Action Items. The meeting will be conducted in person at the Omaha Douglas Civic Center, 2nd Floor Legislative Chamber, at 5:00 p.m. The public may attend in person or remotely via WebEx audio and video conference.

Review of Board Work Plan

The Board reviewed items added to the board work plan since the September board meeting.

New Generation & Transmission: Natural Gas Generation, Energy Delivery and Solar Updates

M. A. Walker, Manager Construction Management, and Joe Lang, Director, Generation Strategy and Origination, presented construction updates on New Generation and Transmission projects for September 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 project completion delays and cost impacts associated with the delays.
- b. At Standing Bear Lake Station, preparing for pours of the emergency diesel generator, gas heater, and service transformer foundations and installing insulation on service water and urea tanks. Delay of low voltage switchgear has negatively impacted the project schedule, which the team is evaluating. In the substation area, testing is ongoing in the control house, fencing is being erected, and static cable is being installed between masts.
- c. At Turtle Creek Station, progress includes staging isophase bus duct for unit #1, erection of the fuel building, and heavy haul transport of the generator step-up transformers to site foundations. Commissioning challenges are actively being defined and resolved. In the substation area as construction nears completion, teams are resolving outstanding items identified during substation walkdown.
- d. Various supply challenges have pushed out the completion dates by approximately six (6) to seven (7) months due to various supply challenges. This is incremental to the earlier turnover impacts due to soil complications.

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ENERGY DELIVERY FACTS

- a. The transmission contractor is nearing completion of work associated with the Standing Bear Lake site with all structure erection complete and conductor installation targeting completion in early October. Contractor will then transition to work near the remote end substation to finalize transmission modifications around that facility.

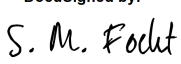
SOLAR FACTS

- 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, have completed various civil work activities including site access, grading cuts and fills, laydown and office areas, and perimeter fence erection. Construction focus has moved to the solar field erection with driving of the structural piles, installation of torque tubes and trackers, installation of direct current and medium voltage cables, and installation of photovoltaic panels. Construction on the OPPD interconnection substation is complete until AES finishes their collector substation.
- b. K Junction Solar is a 310-megawatt solar project in the developmental stages located in York County near McCool Junction, Nebraska. OPPD acquired the rights to K Junction on July 2023, and facilitated the execution of the Generation Interconnection Agreement (GIA) between OPPD, NPPD, and Southwest Power Pool (SPP) effective August 2023. OPPD staff continue with community engagement efforts and are supporting York County in the development of solar regulations.
- c. 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) and IRS Notice 2023-38. 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.
- d. Staff continue to track and maintain a development pipeline and determine the competitiveness of potential projects, informed by ongoing discussions with project developers, suppliers, and other industry experts.
- e. OPPD staff continue to engage with local jurisdictions to support the development of solar regulations and provide education on solar technology.


NORTH OMAHA CONVERSION AND EXTENSION PROJECT FACTS

- a. Strobel Energy Group, the electric auxiliary boiler project EPC contractor, has mobilized to the site for modifications and tie-ins to existing systems in preparation for installation of the auxiliary boiler expected later this year.

There being no further business, the meeting adjourned at 1:00 p.m.

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S. M. Focht
Vice President – Corporate Strategy and
Governance and Assistant Secretary

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E. H. Lane
Sr. Board Operations Specialist