

your energy partner®

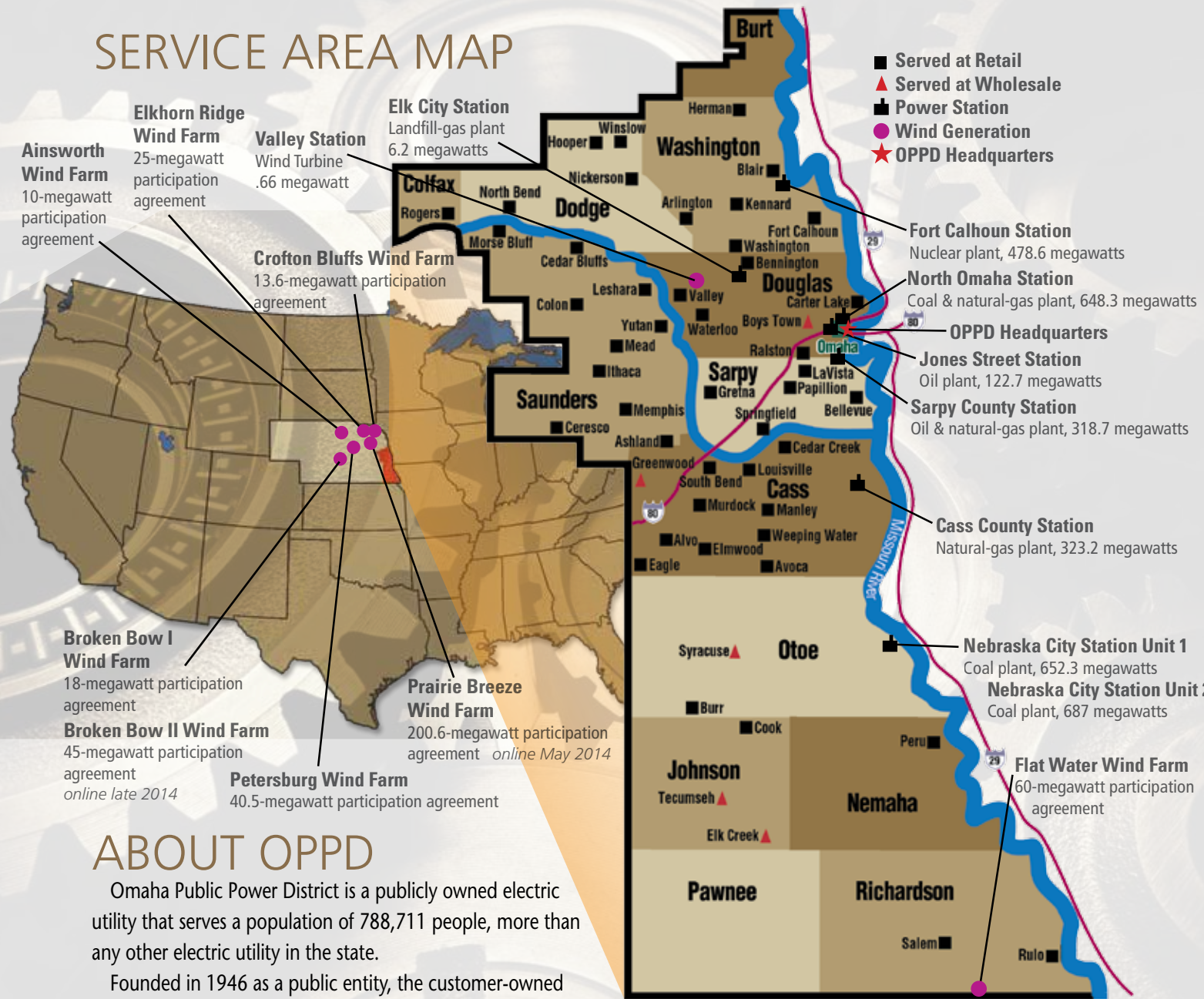
OPPO

Omaha Public Power District

2 0 1 3 A N N U A L R E P O R T

HIGH GEAR

SERVICE AREA MAP



ABOUT OPPD

Omaha Public Power District is a publicly owned electric utility that serves a population of 788,711 people, more than any other electric utility in the state.

Founded in 1946 as a public entity, the customer-owned utility is governed by an elected board of eight directors. While its headquarters is located in Omaha, Neb., OPPD has several other locations in its 13-county, 5,000-square-mile service area in southeast Nebraska.

The majority of OPPD's power comes from three baseload power facilities: North Omaha Station and Nebraska City Station, both coal-fired, and Fort Calhoun Station, a nuclear power unit. Additional energy comes from three peaking units and renewable energy resources, including a landfill-gas unit and wind turbines.



Employees work year-round to ensure equipment works as it should. Mike Zelazny, left, and Dan Yosten perform annual testing maintenance on a substation.

HIGH GEAR

For 67 years, OPPD has built upon a foundation with a solid premise. "This is a big business. More than that, it is a highly important business. Every citizen, every business large and small, every large industry, uses its facilities. These facilities must be adequate, not only for the present, but for future demands of a growing, vital community. Whether you push a button to light your home or throw a switch to start the wheels in a great industry, the district must be instantly ready to serve," wrote J.M. Harding, the first president of OPPD, in the 1947 annual report.

Our predecessors set high standards, and we continually adjust the mechanics and inner workings of our operations – be it equipment, processes or teams. We have set new elements in motion. Because of that, we are geared up for a stronger future and focused on providing affordable, reliable and environmentally sensitive energy services to our customers.

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CHAIRMAN AND CEO MESSAGE

Walk through an OPPD power station, service center or office these days and you will see a different utility than just two years ago. We aren't talking about the physical buildings. It's the employees' attitudes and the sense of purpose visible on their faces after working through two of the most challenging years in our 67-year history.

We protected our assets from a 500-year flood. We made major time and financial investments to restore Fort Calhoun Station to service. The nuclear plant was offline more than two years due to the flood and subsequent regulatory concerns. We added substations and improved our transmission and distribution systems to serve growing demand. Like other utilities across the nation, we took deep looks into our generation mix to determine how we can best meet future regulatory challenges and customer preferences. Our efforts are paying off.

In 2013, we received a 99.98 percent reliability rating for delivering energy, as measured by the Average Service Availability Index.

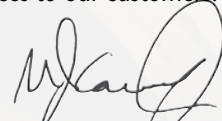
Additional wind energy purchase agreements last year will position OPPD to provide 30 percent of its electricity to retail customers from renewable energy by 2017.

We also received our 13th consecutive top-in-class ranking in the Annual Residential Customer Satisfaction survey conducted by J.D. Power and Associates.

Focused on our customers, last year we began implementing a 10-year corporate strategic plan. Senior management developed the framework after taking a long, hard look at the changing industry and business climate. We are happy to report that employees have made major progress. Among the highlights: we created a new comprehensive corporate governance policy, implemented an accountable management system throughout the organization and developed an external stakeholder process.

This report shows that OPPD remains in a strong financial position. Operating revenues in 2013 were \$1.09 billion, with operations and maintenance expenses of \$796 million. We maintain high bond ratings with our AA from Standard & Poor's and Aa2 from Moody's, which places OPPD among the top 15 percent of public power utilities rated by Moody's.

All of these efforts are important to our customer-owners, and they align with OPPD's mission: to provide affordable, reliable and environmentally sensitive energy services to our customers. We will continue our pursuit.



Michael J. Cavanaugh
Chairman of the Board



W. Gary Gates
President and CEO

BOARD OF DIRECTORS



The OPPD Board of Directors includes, from the left, Tim W. Gay, Anne L. McGuire, Michael A. Mines, Fred J. Ulrich, Michael J. Cavanaugh, Del D. Weber, Thomas S. Barrett and John K. Green.

Michael J. Cavanaugh
Chairman of the Board
Police Lieutenant, City
of Omaha (Retired)
Real Estate Investor –
Manager

Thomas S. Barrett
Board Member
Attorney at Law

Tim W. Gay
Board Member
Governmental Advisor

Anne L. McGuire
Vice Chairman of the Board
Nurse Educator
(Retired)

Del D. Weber
Board Member
Chancellor Emeritus,
University of Nebraska
at Omaha

John K. Green
Treasurer
Attorney at Law

Fred J. Ulrich
Board Member
Farmer, Cattle Rancher

Michael A. Mines
Secretary
Mines Government
Relations – Principal

SENIOR MANAGEMENT



The OPPD senior management team includes, from the left, Jon T. Hansen, Louis P. Cortopassi, Mohamad I. Doghman, W. Gary Gates, Sherrye L. Hutcherson, Timothy J. Burke and Edward E. Easterlin.

W. Gary Gates
President
Chief Executive Officer

Mohamad I. Doghman
Vice President –
Energy Delivery

Edward E. Easterlin
Vice President –
Financial Services
Chief Financial Officer
*Assistant Treasurer,
Assistant Secretary*

Chief Compliance
Officer
Assistant Secretary

Timothy J. Burke
Vice President –
Customer Service and
Public Affairs
Assistant Secretary

Jon T. Hansen
Vice President –
Energy Production and
Marketing
Assistant Secretary

Louis P. Cortopassi
Site Vice President
Chief Nuclear Officer

Sherrye L. Hutcherson
Vice President –
Corporate Services
Chief Administrative Officer
Assistant Secretary



High gear means high performance, acceleration, new levels of achievement.

Ramping up requires selecting and deploying the proper equipment, then combining individual pieces to make an integrated system where gears mesh, equipment hums, coolant circulates and belts transfer energy across systems. Positive energy is created from carefully chosen parts that are well-maintained and seamlessly integrated.

However, technology alone can't achieve high gear and sustain it any more than an Indy 500 race car can win races without a pit crew and driver. Skilled, focused and committed people are required to ensure technology and systems are optimized to achieve their full potential.

High gear only happens when quality people are paired with outstanding technology and superior systems. That's equal parts art and engineering.

Our business relies equally on technology, systems and people.

2013 was a year when OPPD, its customer-owners and its communities moved as one into high gear.

At left, Pat Barnes works on a valve during a power station maintenance outage. At right, each workday begins with a meeting to discuss safety concerns. Here, Greg Schulte talks with underground construction crews at the Elkhorn Center.

Safety Matters

It all starts with safety. It always has, but last year we upped our commitment to working safely. And in 2013, employees and customer-owners reaped the benefits.

Electricity can be a dangerous business, demanding respect and constant vigilance.

Because OPPD dialed up its emphasis on employee safety, in 2013 we had the lowest rate of on-the-job accidents in our history.

"Among large public utilities, OPPD was a top-quartile per-

former in Safety during 2013," said Kevin McCormick, division manager of Safety & Technical Training. "A lot of our improvement in recent years stems from employees taking responsibility for themselves and each other."

When employees are injured, their home lives suffer, as well. They may miss family activities. They may not be able to volunteer in the community. They can't fulfill their personal potential.

None of us want that. So we committed to working more safely last year.





Restart & Recovery

Nowhere was safety more evident than at Fort Calhoun Station (FCS), which successfully resumed operations in late 2013 after being offline for more than 2½ years.

“We now have a power station with significant major upgrades to numerous vital systems,” said President and CEO Gary Gates. “Our people have learned new and better ways of doing things. The restart process improved FCS and our safety procedures. With these improvements, the public and our employees can be assured Fort Calhoun Station is now safer than ever.”

During the restart process, employees spent more than 8 million hours completing over 69,000 work tasks that were required to support safe restart. Under the direction of Lou Cortopassi, FCS site vice president, and with the ongoing involvement of the Nuclear Regulatory Commission, the plant began generating electricity just before Christmas.

The reenergizing of Fort Calhoun Station brought back 478 megawatts of clean, carbon-free power for OPPD’s customer-owners.

FCS personnel safely loaded nuclear fuel into the reactor core on July 29, 2013, a major milestone on the road to restart. The station resumed operations Dec. 21, and returned to full power Dec. 26.



Crews work across OPPD's 5,000-square-mile service area to maintain reliability, and this team repaired lines in rural Washington County last fall.

Extreme Events

OPPD's renewed emphasis on employee safety proved indispensable to restoring power after two extreme events in 2013. On a bitter cold Sunday evening that January, a fire and explosion in an underground vault knocked out power in a 30-square-block area in downtown Omaha that included our headquarters, Energy Plaza.

Well-trained technicians, primarily cable splicers, worked safely and continuously for five days to restore power.

Other departments sprang into action,



Scott Hadfield repaired an underground vault after a fire and explosion darkened a downtown Omaha business district.

too. As soon as the lights went out, a cross-functional team with representatives from Safety & Technical Training, Communications, Information Technology and Customer Services Operations prepared our backup site to serve as a temporary Customer Call Center because they could not work the next day from headquarters. Busily working through the night, phones there were ringing by 7 a.m.

"Everybody rose to the challenge," Nitin Gambhir, supervisor-Customer Care

Services, said of the Call Center relocation. "There were a lot of unknowns, but we adjusted as we went along. Everyone responded with professionalism and positive attitudes. There was nice teamwork all around."

Six months later, a severe summer storm knocked out power to 52,000 homes and businesses. High winds and heavy rains made power restoration especially difficult. But with the help of mutual aid crews from the Nebraska Public Power District, Lincoln Electric System and Southern Power District, we restored power to all customers within two days.

Randy Bohnet, left, and Bill Schmahl monitor the Transmission & Distribution system at the Energy Control Center.





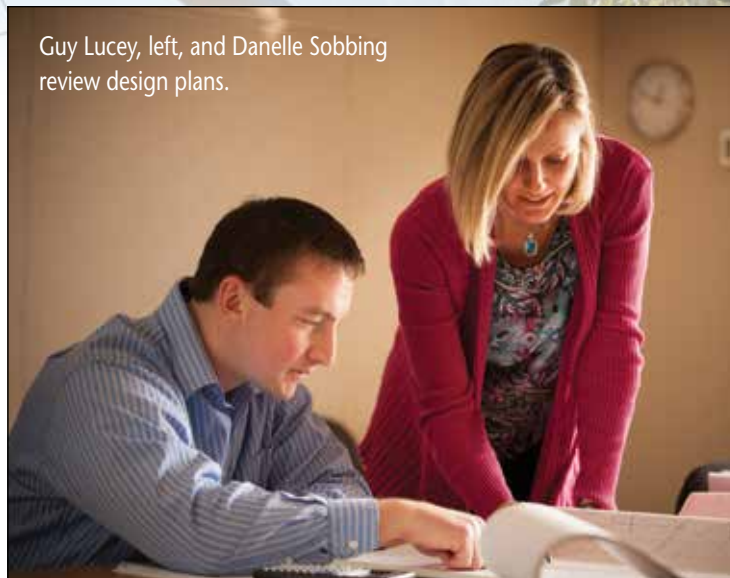
Dave Green, left, and Joe Kreifels safely remove equipment prior to taking down a pole.

Keeping Customers Safe

As a fundamental operating principle, safety also applies to our customers. Several times during 2013, OPPD alerted customers that scammers were threatening customers or trying to steal money from them.

One scam involved phoning customers, falsely claiming to be an employee and threatening to turn off electricity if the customer didn't make immediate cash payment. A second scam involved people alleging to be tree trimmers, one trying to force his way into the customer's home.

On learning of these scams, OPPD worked with the news media to alert customers, and with local law enforcement. OPPD customer service representatives fielded dozens of customer calls and helped prevent theft.



Guy Lucey, left, and Danelle Sobbing review design plans.

OPPD spreads electric safety and energy-efficiency messaging year-round, including during the holidays. OPPD's Keith Dubes and his son, Gabe, untangle an LED light strand for a promotional photo.



INTENTION & INFRASTRUCTURE



Long the mainstay of OPPD's generation, coal proved essential while Fort Calhoun Station was offline. At right, peaking plants operate on an as-needed basis to fill high-load time when coal and nuclear are unable to meet demand. Dave Mach, left, and Jeremy Haase inspect equipment at Sarpy County Peaking Station.

Records & Recognition

Employees worked hard last year to maintain equipment in tip-top shape. Although highly automated, power stations are by no means a "set it and forget it" machine. Employees closely monitor dozens of performance indicators for the earliest sign of a problem. Keeping the transmission lines humming requires annual visual inspections by employees in helicopters and on the ground. And our distribution system reliably delivers electricity to homes and businesses in southeastern Nebraska because hundreds of technicians climb thousands of poles each year to repair and upgrade the equipment.

It's neither inexpensive nor easy to operate and maintain an electric system like ours. But our employees' professionalism and care mean fewer outages, shorter outages, higher availability for our power plants and lower electric rates.

Our power plants had an outstanding year in 2013. Nebraska City Station Unit 2 (NC2) operated continuously for a record 344 days, stretching from April 25, 2012, to April 5, 2013. During that time, the unit produced 4,976,829 megawatt-hours of electricity for our customer-owners. It is rare for a coal-fired power plant to operate more than 200 days in a row.

"With Fort Calhoun down, we had to find a way to make up for that generation," said Jeff Karloff, division manager of Production Engineering & Fuels. "Our employees and our equipment had to work harder during that outage. But employees answered the call to work hard and stay safe, while ensuring the plants remained reliable and productive. Employees worked hard and paid close attention to detail in responding to several operational



challenges during NC2's record run."

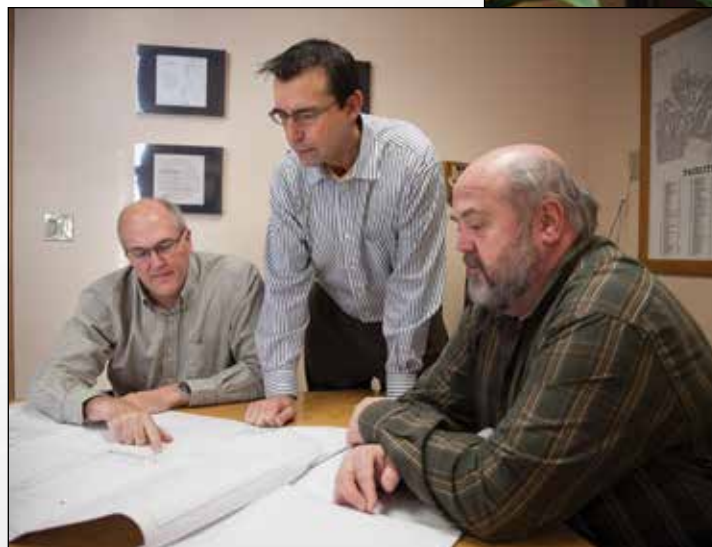
Another OPPD power plant – North Omaha Station – received "Small Plant of the Year" recognition from an industry group last year. According to *POWER* magazine, the award recognizes North Omaha's "innovation and implementation of best practices and

continual improvements in areas including safety, environmental performance, coal handling, boiler combustion and risk management."

Special equipment was installed at North Omaha Station to reduce the amount of coal dust in the plant, and personnel worked



North Omaha Station employees celebrate the Small Plant of the Year award.



Above, Base Electrical Engineer Mark Tunglund, left, and Chief of Design Doug Shapland, right, review plans with OPPD Account Executive Steve Sauer. Right, Christi Labs handles administrative work in the executive office.



hard in 2013 to keep the plant clean, safe and well-maintained.

Whether working with turbines that weigh several tons or pipe seals weighing only a few ounces, power plant maintenance and operations employees paid attention to the details in 2013, generating success, as well as millions of kilowatt-hours of electricity.

Expanding the Network

Once generated, OPPD moves electricity through a top-tier transmission and distribution system that extends for 15,000 miles. Last year, our transmission and distribution network achieved 99.98 percent reliability as measured by the industry's Average Service Availability Index.

To keep up with growth and reliability, the utility completed construction of two major substations during 2013 – one in Southeast Sarpy County and one in Southwest Richardson County. These substations convert high-voltage electricity into lower-voltage

electricity for homes and businesses.

While completing these two substations was no easy task, OPPD took on another momentous challenge last year by beginning to update and modify the electric system serving the planned new U.S. Strategic Command (StratCom) headquarters at Offutt Air Force Base.

The StratCom headquarters will be home to a vast assortment of military technology with a global reach. The headquarters building, nearly one million square feet of space, will house the command center for the U.S. military's state-of-the-art nuclear arsenal, satellites, information warfare, intelligence, surveillance and global strike and deterrence functions.

StratCom requires energy with top-notch reliability and depends on OPPD as one of the most reliable utilities in the nation to provide it.



Thwarting Cyber Threats

While StratCom is protecting the nation from war, terrorism and cyber-threats, OPPD amplified efforts in 2013 to protect the district's equipment and people from cyber threats. Hackers around the world want to disrupt the American way of life. Last year, OPPD's Cyber Security programs performed as expected by

ensuring probes, email phishing campaigns and attacks were thwarted at our doorstep.

While upgraded monitoring and security tools helps deter continual attempts to compromise the utility's electronic infrastructure, the strength of our defensive chain guarding data and equipment is only as strong at its weakest link. OPPD understands the evolving world of cyber risk and continues to invest in cyber infrastructure.

"In 2013, hackers increased efforts to unlawfully access our networks by exploiting potential vulnerabilities among our employees," said KC Carnes, supervisor of Cyber Security & Information Protection.

In today's digital world, any electronic device with online connectivity can be hacked. To better protect its customer-owners and their multi-billion-dollar electric system, OPPD revitalized organizational awareness campaigns so all employees know they are a critical layer of cyber defenses.

Above, OPPD's magazine educated readers about cyber threats.



Al Cook shapes a lead pipe as he works on a network re-route in downtown Omaha.



Customers Shift into Action

Customers recycled hundreds of old, inefficient refrigerators last year. They were happy with the \$35 credit on their bills, but delighted when OPPD picked up their old refrigerator at no charge. More than 7,600 refrigerators were recycled during this five-year program, and an estimated 95 percent of each unit was repurposed.

In addition, by the end of 2013, more than 20,000 residential customers joined our highly successful Air Conditioner Management program after less than 22 months in the market.

This program has reduced peak electric demand by about 30 megawatts (MW), equivalent

Kathy Royal greets a customer at one of OPPD's customer service offices.



to the electric usage of four hospitals or two industrial centers. The program is an important part of OPPD's effort to reduce electric demand and delay the construction of new power units.

Residential customers are not traditionally considered part of a utility's "infrastructure." That's a term typically used to describe the power stations, substations, poles and wires. But customers who participate in efficiency programs take the pressure off our system by becoming part of it. They provide an important and long-lived lift to our network.

Preparing to set a new pole, Chris Ryan stands by as Dave Brinkman, left, digs the hole using a remote-controlled auger.

A G I L I T Y & A C H I E V E M E N T

High-quality technology, great systems and top-flight employees gave OPPD the agility to take advantage of market opportunities last year. That trifecta ensured we remain well positioned as our industry went through a particularly turbulent time.

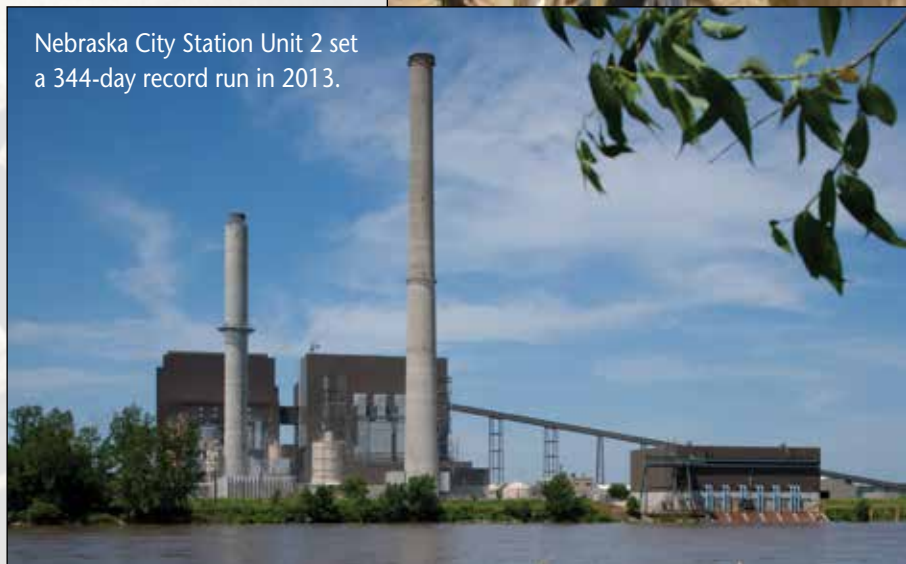
Building the Generating Portfolio

We have long believed in the value of a diverse fuel mix. Most years, we would generate about 60 percent of our electricity from coal, 30 percent from nuclear and the rest from a mix of natural gas, oil, renewables and purchases on the open market.

"Fuel diversity protects the utility and its customer-owners from unexpected developments in the market, like fuel price increases, which can drive up the cost of generating electricity," said Doug Collins, manager of Energy Marketing & Compliance.

During 2013, however, because Fort Calhoun Station was offline, we generated about 90 percent of our electricity from coal. That placed added importance on the employees who maintain our generating fleet. Losing a unit to an unscheduled outage could have been challenging. Our employees came through, the lights stayed on and OPPD was recognized for its operation and maintenance of its generating stations.

Nebraska City Station Unit 2 set a 344-day record run in 2013.



Line technician boot camp hopefuls put in a 12-hour day in temperatures near 100 degrees.



It takes a large crane to lift giant wind turbine blades into place. For scale, note the construction worker in the foreground.

OPPD further diversified its resource mix in 2013, signing a contract to buy up to 400 megawatts of cost-effective wind power from the Grande Prairie Wind Farm, located near O'Neil, Neb. By 2017, about 118,000 customers will be receiving carbon-free electricity from Grande Prairie.

That contract doubled the percentage of renewable energy in OPPD's generating portfolio. When the Grande Prairie Wind Farm is operating, about 30 percent of retail generation will come from renewable sources, chiefly wind energy. The availability of federal and state tax credits, and changes in the wind power market, made the Grande Prairie contract a good deal.



Ed Thiele guides a tour of college students at OPPD's Omaha Service Center, a showcase for sustainability. Here, he explains how a solar-thermal system's water-filled tubes on the roof provide hot water and hydronic radiant heat for the line dock and garages.

Tougher Environmental Regulations

Increasing reliance on renewable resources is particularly timely now as federal regulators tighten emission rules for coal-fired power plants.

These new regulations could impose hefty financial costs and stringent operational restrictions on the utility.

These and other federal rules are transforming the power industry, particularly for utilities like OPPD that generate electricity from coal.

"We think an 'all of the above' national energy policy that includes coal-fired power makes a lot of sense," said Russ Baker, manager of Environmental & Regulatory Affairs. "OPPD and its customer-owners have benefitted from fuel diversity."

Increased reliance on renewable energy makes sense given these impending regulatory changes. However, OPPD needs to balance increased reliance on renewable energy with other types of electric generation to make sure the power is there when customers need it.





High school students create light electric vehicles in the Power Drive program.



students at one of six Omaha Public School locations eight times during the school year. Involvement in the program resulted in OPPD receiving the Mentor Advocate Award from the Midlands Mentoring Partnership last year.

As a testament to the value we place on mentoring, we have employee-to-employee mentoring, as well. The Career Connections program has touched more than 200 employees since it began four years

ago. Developing our current and future workforce is a priority, and mentoring provides an outlet for doing just that.

Everyone and everything our business touches are part of a large and important system, one that performed optimally in 2013. It's a system that brings together employees, technology, customers and communities in a shared endeavor to improve the quality of life in southeastern Nebraska. Clearly, in 2013 that system operated in high gear.

Forester Andrew Clark helps schoolchildren plant a tree as part of a tree-grant award ceremony.



Service & Students

Customers gave the district a 13th vote of confidence last year in the annual J.D. Power Residential Customer Satisfaction survey. Last year's survey results confirmed our strategy of providing our customer-owners with affordable, reliable and environmentally sensitive energy services.

In our experience, customer satisfaction is the function of three things: rates, reliability and relationships. Rates and reliability account for about half of our customer satisfaction scores. The other half comes from OPPD's relationship with its customer-owners and the communities we serve.

"Rates and reliability are absolutely essential to customer satisfaction in any product," said Deeno Boosalis, manager of

OPPD's Business Strategy and Analysis group. "But while rates and reliability are critical, they are not enough to attain high customer satisfaction by themselves. That requires relationships – emotionally engaging with your customer-owners."

One way OPPD engages with its customer-owners and the communities we serve is through our extensive mentoring programs, which allow employees to give back to the community while also experiencing profound personal growth.

- OPPD has participated in Partnership 4 Kids since August 2007. Last year, more than 50 employees volunteered as goal buddies or group mentors to encourage students and listen to their concerns and challenges. The employees visit the

Investor Relations and Corporate Information

Corporate Headquarters

Energy Plaza
444 South 16th Street Mall
Omaha, Nebraska 68102-2247
402-636-2000
www.oppd.com

General Counsel

Fraser Stryker PC LLO
Omaha, Nebraska

Financial Advisor

Barclays Capital Inc.
New York, New York

Consulting Engineer

SAIC Energy, Environment
& Infrastructure, LLC
McLean, Virginia

Independent Auditors

Deloitte & Touche LLP
Omaha, Nebraska

Bond Counsel

Kutak Rock LLP
Omaha, Nebraska

Commercial Paper Holders

Issuing and Paying Agent
The Bank of New York Mellon Trust Company, N.A.
New York, New York

Senior, Subordinate and Separate System Bondholders

You may contact OPPD with questions about OPPD debt at:

Finance & Investor Relations
Omaha Public Power District
444 South 16th Street Mall
Omaha, Nebraska 68102-2247
Email: finfo@oppd.com
402-636-3286

The Trustee and Paying Agent on OPPD's Senior Lien Debt, Subordinated Revenue Bonds and Separate System Revenue Bonds is The Bank of New York Mellon Trust Company, N.A. You may contact The Bank of New York Mellon Trust Company, N.A. directly at:

The Bank of New York Mellon Trust Company, N.A.
Global Corporate Trust
2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602

Email: corporate.bond.research@bankofny.com
Bondholder Relations: 800-254-2826

OPPD Minibond Holders

OPPD is the Paying Agent, Transfer Agent and Registrar on OPPD's Minibonds. OPPD Minibond Administration provides information and assistance to Minibond holders regarding:

- *Interest Payments*
Interest on Current Interest-Bearing Minibonds is paid on April 1 and October 1 each year.
- *Ownership Transfer*
Minibond Transfer Information Forms can be obtained via www.oppd.com or by contacting the Minibond Administrator. (See below.)
- *Optional Early Redemption*
- *Replacement of Lost Minibond Certificate*

Minibond Administrator

You may contact the Minibond Administrator at:

Minibond Administrator
Omaha Public Power District
444 South 16th Street Mall
Omaha, Nebraska 68102-2247
Email: minibonds@oppd.com
Omaha, Nebraska, area: 402-636-3286
Outstate Nebraska: 800-428-5584

Available Financial Information

In compliance with Securities and Exchange Commission Rule 15c2-12, information regarding OPPD is available through the Municipal Securities Rulemaking Board's Electronic Municipal Market Access System. Copies of its most recent annual reports, interim reports and official statements also are available upon request at finfo@oppd.com or at the following address:

Finance Division
Omaha Public Power District
444 South 16th Street Mall
Omaha, Nebraska 68102-2247

Financial information in the annual report also is available at www.oppd.com

2013 OPPD Financial Report

2013 Financial Report CD

Management's Discussion and Analysis (Unaudited)
Report of Management
Independent Auditors' Report
Statements of Net Position
Statements of Revenues, Expenses and Changes in Net Position
Statements of Cash Flows
Notes to Financial Statements
Statistics (Unaudited)

John Stroy, left, and Kirk Allen, lower two gears into the gearbox, which is used for a coal mill at North Omaha Station. Photo courtesy of Mike Milledge, OPPD Central Maintenance machinist.





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