

**Omaha Public Power District**  
**System Management Committee Charter**  
As of February 16, 2017

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its System Management Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of at least three directors. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. The Committee chairperson shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair generally should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet monthly at a designated date and time, prior to the monthly Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or his or her designee, shall report to the full Board on Committee matters at the monthly Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.
9. The Company’s Corporate Secretary shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.

10. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.
11. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees.

### **Duties and Responsibilities**

1. The Committee shall monitor the safe, reliable and cost effective operation and construction of all non-nuclear generation facilities and transmission and distribution facilities owned and operated by the Company.
2. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
  - SD-4: Reliability
  - SD-9: Resource Planning
  - BL-8: Delegation to the President and Chief Executive Officer – Procurement
  - BL-10: Delegation to the President and Chief Executive Officer – Real and Personal Property
  - BL-12: Delegation to the President and Chief Executive Officer – Transmission, Wholesale Electricity, Fuel and Other Energy Transactions
3. The Committee shall periodically visit the Company's non-nuclear generation facilities and transmission and distribution facilities.
4. The Committee shall review regulatory and public policy strategies and practices of the generation and delivery of energy and its relations with regulators, public officials, consumers, other stakeholders, and any compliance issues related to same.
5. Review the Southwest Power Pool Integrated Power Market process and performance.
6. Review the annual and five-year fuels plan.

7. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

### ***Committee Evaluations***

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*