



Omaha Public Power District
BOARD OF DIRECTORS

Agenda

OPPD Board of Directors – All Committees Meeting
Tuesday, April 14, 2026
PUBLIC SESSION 10:00 A.M.

Conducted in person at BCBS, Aksarben Conference 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 attend in person at BCBS, 1919 Aksarben Dr –Wahoo Room Omaha, NE, which will be set up as a physical location to view the WebEx.

	<u>TOPIC</u>	<u>TYPE</u>	<u>PRESENTER</u>	<u>TIME*</u>	
1.	Chair Opening Statement		Core	10:00	A.M.
2.	Safety Briefing		Fernandez	10:05	A.M.
3.	Committee Briefings			10:10	A.M.
	Risk Pre-Committee (03/19/26)	Reporting	Bogner	5	min
	Governance Pre-Committee (04/07/26)	Reporting	Spurgeon	5	min
	SM&NO Pre-Committee (03/30/26)	Reporting	Williams	5	min
	Customer and Public Engagement Pre-Committee (04/06/26)	Reporting	Howard	5	min
	Finance Pre-Committee (04/02/26)	Reporting	Moody	5	min
4.	Financial Stewardship			10:35	A.M.
	Biennial Report on Rates Update	Reporting	Underwood	15	min
	2026 Debt Issuance Authorization	Action	Underwood	15	min
	Retirement Plan Annual Report	Reporting	Underwood	15	min
	401(k) and 457 Retirement Savings Plan Annual Report	Reporting	Underwood	5	min
	Other Post Employment Benefits (OPEB) Trusts Annual Report	Reporting	Underwood	5	min
5.	Oversight and Monitoring			11:30	A.M.
	SD-14: Retirement Plan Funding Monitoring Report	Action	Underwood	15	min
	SD-5: Customer Satisfaction Monitoring Report	Action	McAreavey	15	min
	Legislative and Regulatory Update	Reporting	McAreavey	20	min
	SD-4: Reliability Monitoring Report	Action	Via	15	min
	RFP 6235 - Resources for Underground Residential and Commercial Developments	Action	Via	5	min
6.	Governance and Board Matters			12:40	P.M.
	Vice President, Human Capital – Appointment and Compensation Approval	Action	Fernandez	5	min
	Standing Committee Annual Charter Reviews and Non-Substantive Board Policy Updates	Action	Focht	5	min
	Confirmation of Board Meeting Agenda	Action	Core	5	min
7.	Opportunity for Public Comment on Items of District Business		Core	12:55	P.M.
8.	Adjournment				

* 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 Executive Leadership team also can be found at www.oppd.com/BoardMeetings.

PHYSICAL SAFETY CHECKPOINT

- Feeling Ill?
- Locate AED's, Exits, and First Aid
- Environmental Hazards
- Identify Help
- Active Shooter (Run, Hide, Fight)

PSYCHOLOGICAL SAFETY CHECKPOINT

- Respect
- Healthy Conflict
- Multiple Perspectives
- Trust
- Culture of Curiosity

CYBER SECURITY

SEE SOMETHING, SAY SOMETHING

- The Sooner The Better
- Identify unknown phone number(s) or person(s) in virtual meetings



CONTACT

CENTRAL STATION: 531-226-3700 for an emergency
SAFETY: 531-226-7233 (SAFE) to report a safety issue
OPPD SERVICE DESK: 531-226-3848
HUDDLE SPACE SECURITY: 402-982-8200



Pre-Committee Agenda

RISK PRE-COMMITTEE MEETING
WEBEX VIDEOCONFERENCE
March 19, 2026, 1:00 P.M. – 3:00 P.M.

OPENING ITEMS (5 min)

1. Safety Briefing (Focht)
2. Prior Quarter Pre-Committee Action Items (DeSeure)
 - a. Objective: Confirm prior pre-committee action items have been completed.
3. Annual Committee Charter Review (Bogner – 10 min)
 - a. Objective: Complete Risk Committee Charter review and identify any appropriate changes for Board consideration.
 - b. Questions to consider in advance:
 - i. Does the annual financial audit (Forvis Mazars) best belong with the Risk or the Finance Committee?
 - ii. Does *SD:10 – Ethics* best belong here or with the Governance Committee?
 - iii. Does *SD:6 – Safety* best belong with the Systems Management or the Risk Committee?
 - iv. Is a quarterly meeting sufficient?
 - v. Is there anything not addressed by the charter the committee would want the Board to consider?

RISK OVERSIGHT: SELECTED STRATEGIC RISKS

Provide oversight of OPPD's most significant strategic, operational, and compliance risks; ensure alignment of management's mitigation strategies with board-approved risk appetite; and confirm the effectiveness of audit and control functions in safeguarding OPPD.

4. ERM Risk Dashboard (Laskowsky – 10 min)
5. Monitoring Impacts of Iran Conflict (Laskowsky – 10 min)

AUDIT & CONTROLS OVERSIGHT

6. 2026 Audit Update (DeSeure – 20 min)
 - a. Objective: Understand key risk areas, ensure management response and support effective oversight of control environment.
7. 2025 Annual Report Review (Langford – 30 min)
 - a. Objective: Provide awareness of the District's financial position and performance for 2025 and 2024.

8. Forvis-Mazars Annual Audit & Credit Agreement Compliance (Shreck – 20 min)
 - a. Assurance the financial statements are presented fairly, in all material respects, the respective financial position of the business-type activities and the fiduciary activities of OPPD, as of December 31, 2025 and 2024.

CLOSING ITEMS (5 min)

9. Board Work Plan – Risk Committee Items (Focht – 5 min)
 - a. Objective: Ensure progress of Risk Committee action items and provide guidance or adjustments to keep action items on track.
10. Summary of Committee Direction: (DeSeure)
 - a. Objective: Summarize and confirm follow-up action items from committee discussion.

General discussion with Forvis-Mazars (Forvis-Mazars & Risk Committee Members Only)



Pre-Committee Agenda

GOVERNANCE PRE-COMMITTEE MEETING
WEBEX VIDEOCONFERENCE
April 7, 2026, 8:00 – 9:00 A.M.

1. Safety Briefing (Rainey – 2 min)
2. VP, Human Capital Appointment & Compensation Approval (Fernandez – 5 min)
 - a. Objective: Align around recommendation for appointment and compensation.
3. Prior Month Pre-Committee Action Items (DeSeure – 1 min)
 - a. Objective: Review and confirm prior pre-committee action items have been completed.
4. Ethics Reporting (Rainey – 1 min)
 - a. Objective: Confirm with the Governance Committee Chair whether any ethics-related allegations have been reported or investigated.
5. Governance and Board Policy Review: [BL-1A, BL-5, BL-6, and BL-7] (Spurgeon – 10 min)
 - a. Objective: Per the standing committee charter, a review of the GP's and BL's is required annually and ensures Board policy clarifies governance practices and accountabilities.
 - i. In light of the work of this committee, or the work facing OPPD, what part of each policy do you think is important to highlight?
 - ii. Is there any part of these policies that you would recommend for revision?"
6. Legislative Update (McAreavey – 20 min)
 - a. Objective: Deliver an update on legislative topics with potential impacts to OPPD.
7. Merit and Market Compensation Preview (Rainey – 10 min)
 - a. Objective: Deliver update on upcoming market and merit adjustment for ELT.
8. Governance Committee Planning Calendar (Focht – 2 min)
 - a. Objective: Review and confirm items on the Planning Calendar.
9. Board Work Plan – Governance Committee Items (Focht – 5 min)
 - a. Objective: Review, discuss, prioritize and confirm items on the Board Work Plan.
10. Summary of Meeting (DeSeure 2 min)
 - a. Objective: Summarize action items from committee discussion.
11. Governance Pre-Cmte Open Discussion (Spurgeon – 10 min)
 - a. Objective: Opportunity for the Governance Pre-Cmte Board members & ELT to discuss any topics brought forth.

ALL COMMITTEES – April 14, 2026

GOVERNANCE COMMITTEE	TYPE	PRESENTER	TIME	MINS
Governance Pre-Committee (4/7/2026)	Reporting	Spurgeon	5	min
VP, Human Capital & Compensation Approval	Action	Fernandez	5	min

Action Item	Board Assignment	ELT Lead	Priority	Board Resources	OPPD Resources	Status	Accepted	Start	Finish	Comment
Pilot a GP/BL monitoring process for 90 days and assess results.	Governance	Focht		Low	Low	On Track	08/29/24	09/16/25	08/30/26	Established a GP/BL monitoring calendar; will post policies between now and workshop in Diligent for review in advance of meetings; will assess this during annual workshop
Review Board policy survey feedback for potential refinements to GP-8: Board Committee Principles.	Governance	Focht				Not Started	08/28/25			Focht to work with Spurgeon on timing
Establish and execute a training plan to carry out GP-10: Board Training, Orientation. Will include, but not be limited to, strategic education and training	Governance	Focht				Not Started	08/28/25	01/06/26		Spurgeon and Moody established informal working group; will start in January and finish in March.
Establish shared understanding of role of OPPD's "Corporate Secretary;" review and recommend revisions to <i>BL-4: Board-Corporate Secretary Relationship</i> .	Governance	Focht		Medium	Medium	Not Started	08/29/24	02/17/26	05/21/26	To be reviewed in conjunction with GC



Pre-Committee Agenda

SYSTEM MANAGEMENT & NUCLEAR OVERSIGHT
PRE-COMMITTEE MEETING
WEBEX VIDEOCONFERENCE
March 30, 2026, 3:00 – 5:00 P.M.

1. Safety Briefing (Pohl – 1 min)
 - a. Objective: Promote awareness of current safety focus.
2. Prior Month Pre-Committee Action Items (Pohl – 1 min)
 - a. Objective: Review and confirm prior pre-committee action items have been completed.
3. Real Property & Land Management (Focht – 5 min)
 - a. Objective: Provide awareness of the Energy Plaza headquarters sale process including upcoming milestones and timeframe.
4. Nuclear Decommissioning Financial Update (Via – 10 min)
 - a. Objective: Discuss contents of the Fort Calhoun Station decommissioning status report.
5. Major Projects – Distribution Update (Via – 10 min)
 - a. Objective: Provide an update of the distribution work under construction in coordination with major transmission projects.
6. **SD-4: Reliability Monitoring Report (Via – 15 min)
 - a. Objective: Collect comments on the SD-4 Monitoring Report and discuss recommendation for approval.
7. Winter Storm Fern (Via – 10 min)
 - a. Objective: Share details of Winter Storm Fern preparation, operational response, financial impacts and lessons learned.
8. Nebraska City Generation Station – Dust Collector Follow Up (Via – 10 min)
 - a. Objective: Discuss 2025 Nebraska City safety event and follow up actions.
9. Integrated System Plan Update (McAreavey – 10 min)
 - a. Objective: Provide update on stakeholder engagement and outreach involving the Integrated System Plan.
10. Local Electric Grid Planning per Resolution No. 6744 (McAreavey – 40 min)
 - a. Objective: Discuss progress in response to Resolution No. 6744.
11. Board Work Plan – Systems Committee Items (Focht – 1 min)
 - a. Objective: Review the current board work plan.
12. Summary of Meeting (Pohl – 1 min)
 - a. Objective: Summary of committee action items.
13. SMNO Pre-Committee Open Discussion (Williams – 5 min)

** Indicates topic that will be included on all committee meeting agenda.

- a. Objective: Opportunity for the SMNO Pre-Committee Board members and ELT to discuss any topics brought forth.

** Indicates topic that will be included on all committee meeting agenda.

Action Item	Board Assignment	ELT Lead	Priority	Board Resources	OPPD Resources	Status	Accepted	Start	Finish	Comment
Review Board policy survey feedback for potential refinements to SD-9: Integrated System Planning.	System Management and Nuclear Oversight	Underwood				Not Started	08/28/25			
Review Board policy survey feedback for potential refinements to SD-7: Environmental Stewardship.	System Management and Nuclear Oversight	Fleener				Not Started	08/28/25			Initiated in closed session in September
Discuss Board feedback and recommend any revisions to <i>BL-10: Delegation to the President and Chief Executive Officer – Real and Personal Property</i> to clarify Board’s intended role in future purchases or leases of real property for district use.	System Management and Nuclear Oversight	Focht		Low	Medium	Not Started	08/29/24			Focht to schedule a meeting with Dir. Williams and Bruckner



Pre-Committee Agenda

CUSTOMER AND PUBLIC ENGAGEMENT PRE-COMMITTEE MEETING
WEBEX VIDEOCONFERENCE
April 6, 2026, 4:00 – 5:00 P.M.

- 1) Safety Briefing (Jameson – 2 min.)
 - a) Objective: Promote awareness of current safety focus.
- 2) Prior Month Pre-Committee Action Items (Jameson – 1 min.)
 - a) Objective: Review and confirm prior pre-committee action items have been completed.
- 3) * Legislative Update (McAreavey – 15 min.)
 - a) Objective: Deliver an update on legislative topics with potential impacts to OPPD.
- 4) *SD-5: Customer Satisfaction Monitoring Report (McAreavey – 20 min.)
 - a) Objective: Present SD-5 monitoring report and management recommendation.
- 5) Integrated System Plan – Stakeholder Engagement Update (McAreavey – 10 min.)
 - a) Objective: Provide update on stakeholder engagement and outreach involving the Integrated System Plan.
- 6) Board Work Plan – Public and Customer Engagement Committee Items (Focht – 1 min.)
 - a) Objective: Committee members review, discuss, prioritize and confirm items on the Board Work Plan.
- 7) Summary of Meeting (Jameson – 1 min.)
 - a) Objective: Summarize action items and identify topics for All-Committee review.
- 8) Customer & Public Engagement Pre-Committee: Open Discussion (Howard – 10 min.)
 - a) Objective: Provide an opportunity for the Customer & Public Engagement Pre-Committee Board members and ELT to raise and discuss any relevant topics.

*Topics that will go to All-Committee meeting through CUSTOMER AND PUBLIC ENGAGEMENT.

**Topics that will go to Closed Session during All-Committee meeting.

Action Item	Board Assignment	ELT Lead	Priority	Board Resources	OPPD Resources	Status	Accepted	Start	Finish	Comment
Identify any concerns regarding the direction provided by <i>SD-11: Economic Development</i> and determine if any changes should be made.	Customer and Public Engagement	McAreavey		Medium	Medium	On Track	08/29/24	03/09/26		Survey will be sent to Board and ELT per process; Discussion of results at May CPE meeting.



Pre-Committee Agenda

FINANCE PRE-COMMITTEE MEETING VIDEOCONFERENCE April 2, 2026 4:00 – 5:30 PM

- 1) Safety Briefing (de la Torre - 3 min)
 - a) Promote awareness of current safety focus.
- 2) Prior Month Pre-Committee Action Items (de la Torre – 2 min)
 - a) Objective: Review and confirm prior pre-committee action items have been completed.
- 3) Local Electric Grid Planning per Resolution No. 6744 (McAreavey – 3 min)
 - a) Objective: Discuss next steps in response to Resolution No. 6744.
- 4) Biennial Report on Rates Update (Underwood – 10 min)*
 - a) Objective: Review Rates Roadmap for 2026-2028.
- 5) Winter Storm Fern (Via – 10 min)
 - a) Objective: Share details of Winter Storm Fern preparation, operational response, financial impacts and lessons learned.
- 6) 2026 Debt Issuance Authorization (Underwood – 10 min)*
 - a) Objective: Review the authorization for debt financing Q1 2026 to Q1 2027 prior to board action.
- 7) Retirement Plan Annual Report (Underwood – 3 min)*
 - a) Objective: Align on approach for All Committee presentation and Board meeting action.
- 8) 401(k) and 457 Retirement Savings Plan Annual Report (Underwood – 3 min)*
 - a) Objective: Align on approach for All Committee presentation and Board meeting action.
- 9) Other Post Employment Benefits (OPEB) Trusts Annual Report (Underwood – 3 min)*
 - a) Objective: Align on approach for All Committee presentation and Board meeting action.
- 10) SD-14: Retirement Plan Funding Monitoring Report (Underwood – 5 min)*
 - a) Objective: Affirm monitoring report meets the Committee's expectations for reporting requirements and align on recommendation.
- 11) SD-2 Discussion (Underwood – 20 min)
 - a) Objective: Review and discuss regional comparison target selection.
- 12) Board Work Plan – Finance Committee Items (Focht - 5 min)
 - a) Objective: Committee members to review and confirm items on the Board Work Plan.

13) Summary of Meeting (de la Torre- 3 min)

a) Objective: Summarize action items from committee discussion

14) Finance Pre-Committee Strategic Discussion (Moody – 10 min)

a) Objective: Open discussion of any timely strategic and finance items.

*Topics that will go to All-Committee meeting through Finance

Action Item	Board Assignment	ELT Lead	Priority	Board Resources	OPPD Resources	Status	Accepted	Start	Finish	Comment
Review Board policy SD-2: Rates for potential revision	Finance	Underwood		Low	Low	On Track	04/02/26	04/02/26		Evaluate whether the cluster of states used for the regional competitiveness percentage is the appropriate benchmark and whether the goal remains appropriate. (The District has improved regional competitiveness — 12% below, 15% below, and 18% below over the past three years — but has not seen comparable gains in national competitiveness — 27% below, 30.2% below, and 30.4% below over the same period. OPPD’s class average rates increased 6.3% in both 2025 and 2026 and are most recently anticipated to rise 5–9% through 2029.)



Reporting Item

April 14, 2026

ITEM

Biennial Report on Rates Update

PURPOSE

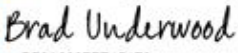
Provide board clarity on the upcoming Pricing & Rates workplan including key timelines and required approvals.

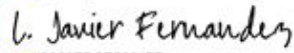
FACTS

- a. Provides the Board with a transparent and forward-looking view of upcoming pricing and rates initiatives.
- b. Provides the Board with a predictable two-year cycle for planning, analysis and board approval.
- c. Ensures the board has clear visibility into timing, scopes, and decision milestones.

RECOMMENDED:

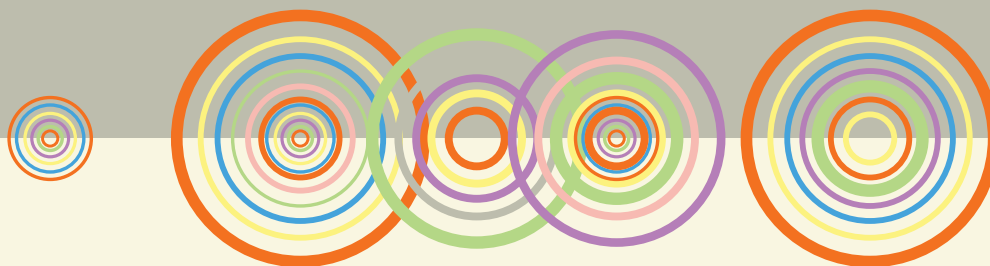
APPROVED FOR REPORTING TO BOARD:

DocuSigned by:

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Bradley R. Underwood
Vice President and Chief Financial
Officer

Signed by:

A0399FD0E56247E
L. Javier Fernandez
President and Chief Executive Officer

» 4.14.26 »

BIENNIAL REPORT ON RATES UPDATE



Brad Underwood
Vice President & Chief Financial Officer



BIENNIAL REPORT ON RATES

Provide board clarity on the upcoming Pricing & Rates workplan including key timelines and required approvals.

- Transparent, forward-looking view of pricing and rate initiative
- Provides a predictable two-year cycle for planning, analysis, and board approval
- Ensures the board as clear visibility into timing, scopes, and decision milestones

2026 WORKPLAN

Description	Board Action Needed	Present to Board	Board Approval Timing	Effective Date
SD-2 Rates: In 2022, redefined the region and adjusted the SD-2 percent below target. Evaluate if the changes achieved the expected results and if the approach still meets our objective.	✓	04/2026	TBD	TBD
Service Regulations Update: Clarify the specific roles and responsibilities for OPPD and customers regarding access to meter equipment.	✓	08/2026	08/2026	09/2026
Time Varying Rate Pilot: Present the rate design recommendation including a new Residential Pilot TOU Rate Schedule	✓	08/2026	12/2026	04/2027
Irrigation Rate: Part of Brattle’s assessment to remove the phase distinction.	✓	08/2026	12/2026	01/2027
Monthly Service Charge -. Evaluate the Monthly Service Charge for non-residential rates.	✓	09/2026	TBD	TBD

2026 WORKPLAN

Description	Board Action Needed	Present to Board	Board Approval Timing	Effective Date
Credit Card/Debit Card Fee – Evaluate the financial and operational impact of implementing a credit/debit card processing fee to recover merchant costs. Review industry practices and customer impacts.	✓	TBD	TBD	TBD
Paper Bill Fee – Evaluate a monthly paper bill fee to recover printing and mailing costs and encourage digital billing adoption. Consider customer impacts and cost savings.	✓	TBD	TBD	TBD
Research Storm Recovery Mechanism - Evaluate Storm Recovery Strategies amid potential instability in FEMA reimbursements				
SPP-Transmission Tariff - Develop a 10-year revenue projection for transmission projects that are eligible for SPP load-sharing				

2027 WORKPLAN



Description	Board Action Needed	Present to Board	Board Approval Timing	Effective Date
Standby Strategy - Brattle's recommendation is to create a new rate contingent on generation and be seasonally differentiated	✓	TBD	TBD	TBD
Avoided Cost Study – Review SPP Policy changes for potential changes to customer offerings including Riders and Programs.	✓	TBD	TBD	TBD



Action Item

April 14, 2026

ITEM

Authorization for 2026-2027 Financing

PURPOSE

Create and authorize 2026-2027 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 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 2026 or 2027 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 \$1.4 billion 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 March 31, 2027.
- 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 \$1.4 billion of Authorized Bonds to issue new debt upon acceptable market conditions.

RECOMMENDED:

DocuSigned by:


 Bradley R. Underwood
 Vice President and Chief Financial Officer

APPROVED FOR BOARD CONSIDERATION:

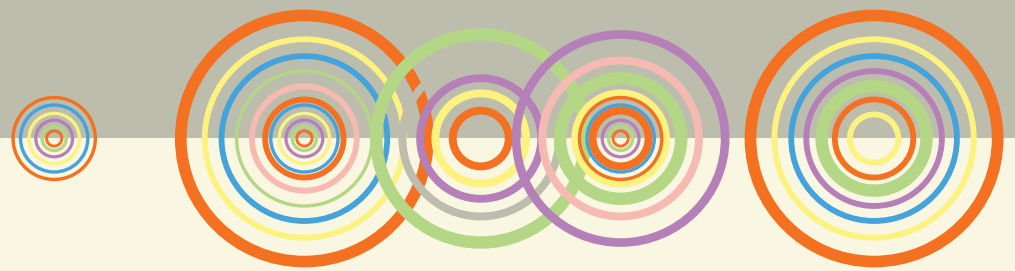
Signed by:


 L. Javier Fernandez
 President and Chief Executive Officer

Attachment: Resolutions (2)

» 04.14.26 »

2026 DEBT ISSUANCE AUTHORIZATION



Brad Underwood
Vice President & Chief Financial Officer





Senior Debt Board Authorization for 2026-2027

Requesting authorization to issue up to \$1.4 billion of tax-exempt Senior Lien bonds through March 31, 2027 for new capital investments, to fund capitalized interest, and to refinance existing debt

- \$1.03 billion for new money*
- \$105 million for capitalized interest that would delay funding interest from rates
- \$279 million for refunding opportunities that would reduce debt service

* Corporate Operating Plan indicated \$857 million in new debt in 2026. Additional authorization amount provides enough liquidity to delay a debt issuance to the summer of 2027.

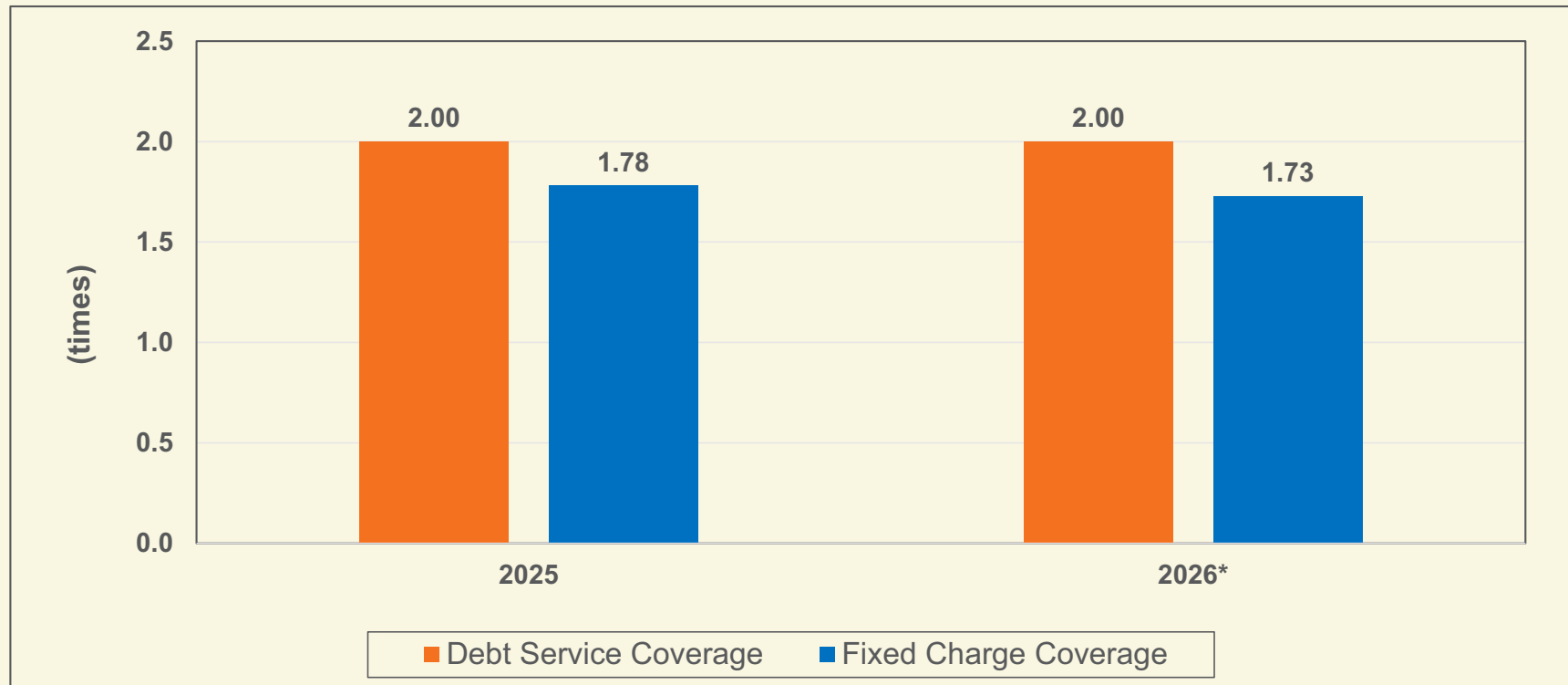
Senior Debt Issuance Timing

OPPD will need to issue the following:

- \$670 million in May/June
- \$370 million in December/January

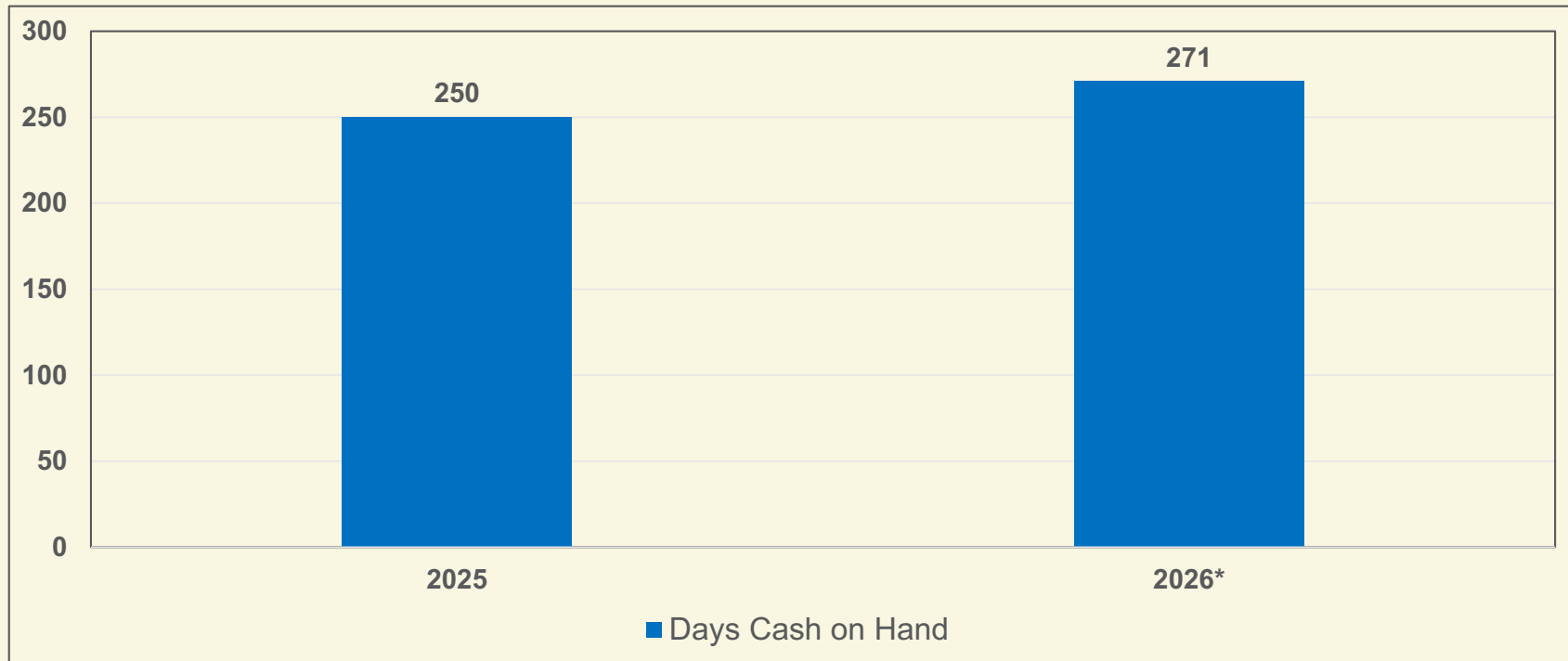


Coverage



* Projected

Days Cash on Hand



* Projected if two debt issuances in 2026

Senior Debt Authorization Recommendation

- OPPD staff recommends the authorization to issue up to \$1.4 billion of tax-exempt senior debt through March 31, 2027
 - Provides flexibility to issue as market conditions warrant
- Upon Board's authorization, management will provide periodic updates to the Finance Committee and to the Board on market conditions and debt issuance status
- Debt issuance could be in one or more series of bonds issued in 2026 and 2027 for the following purposes:
 - Capital expenditure program related to Turtle Creek and Cass County Stations
 - Other capital expenditures approved as part of the 2026 COP and projected for 2027
 - Liquidity needs
 - Refundings



Moody / Underwood

RESOLUTION NO. [XXXX]

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 Revenue Notes 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. [SERIES RESOLUTION #] adopted on April 16, 2026, 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 \$1,400,000,000 (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. [SERIES RESOLUTION #] 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. [SERIES RESOLUTION #], 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 March 31, 2027. 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. [SALES RESOLUTION #] (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.

I hereby certify that the foregoing is a true and correct copy of Resolution No. [SALES RESOLUTION #] adopted by the Board of Directors of the Omaha Public Power District at a meeting held on April 16, 2026.

Bradley R. Underwood
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)
[\$[PRINCIPAL AMOUNT] Electric System Revenue Bonds, [202_] Series []

BOND PURCHASE AGREEMENT

[DATE]

Omaha Public Power District
1919 Aksarben Drive
Omaha, NE 68106

Dear Members of the Board of Directors:

The undersigned, as underwriters (“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, \$[PRINCIPAL AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, [202_] 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 \$[PURCHASE PRICE] (aggregate principal amount of \$[PRINCIPAL AMOUNT] plus/minus net original issue premium/discount of \$[PREMIUM/DISCOUNT] less \$[UNDERWRITING DISCOUNT] in underwriting fees and expenses) which amount 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, by Resolution No. 5882 of the District adopted on October 13, 2011, and as further amended by Resolution No. 6720 of the District adopted on August 21, 2025 (when and if effective), and as supplemented by Resolution No. [SERIES RESOLUTION #] of the District adopted on April 16, 2026, authorizing the Bonds (collectively, together with the applicable Pricing Certificate delivered pursuant to Resolution No. [SERIES RESOLUTION #], the “Resolutions”). The Bonds will be payable on a parity with \$[AMOUNT] principal amount of other Electric System Revenue Bonds outstanding as of [DATE] (“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. [SALES RESOLUTION #] 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 \$[PRINCIPAL 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 202[] 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 202[] 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. [SERIES RESOLUTION #], 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 (“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., 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, 6720 and [SERIES RESOLUTION #] and [SALES RESOLUTION #]; and any Pricing Certificate issued pursuant to Resolution No. [SERIES RESOLUTION #] 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 verification report of [VERIFICATION AGENT] with respect to the Defeased Bonds, in form and substance satisfactory to the District and the Underwriters;]

(x) [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];

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

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

(xiii) 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, or escalation thereof; (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 (subject, except as regards items (i), (ii) and (iii) below) to reimbursement by the District as an element of, and by payment from, the Underwriters' discount specified in Section 1 hereof: (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 Mazars 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; (v) the fees of DTC; (vi) CUSIP Global Services fees; (vii) fees associated with third-party verification of the District's continuing disclosure compliance; and (viii) 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 MANAGER], as representative (the "Representative"), on behalf of the Underwriters, agrees 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 Representative, 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. Additionally, the Representative confirms that each of the Underwriters has agreed to execute and deliver to the District at Closing a certificate representing that it has complied with the “hold-the-offering-price rule” (as described below), if applicable.

(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 Representative 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 Representative confirms 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 Representative, 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 Representative 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 Representative confirms:

(i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the Representative is 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 Representative 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 Representative, and (ii) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the Representative and as set forth in the related pricing wires;

(B) to promptly notify the Representative 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 Representative shall assume that each order submitted by the Underwriter, dealer or broker-dealer is a sale to the public.

(ii) any agreement among the Representative and any underwriters or any 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 Representative 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 Representative 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 Representative 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 Representative 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.

Very truly yours,

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

By _____
[NAME]
[TITLE]

Accepted this [] day of [], 202[].

OMAHA PUBLIC POWER DISTRICT

By _____
[Bradley R. Underwood
Vice President and Chief Financial Officer]

[SEAL]

Attest:

By _____
Assistant Secretary

SCHEDULE I TO THE BOND PURCHASE AGREEMENT

**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[PRINCIPAL AMOUNT] Electric System Revenue Bonds, 202[] 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].

Mandatory Redemption

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

*

*

*Final Maturity

**202[] 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 202[] Series [] Bonds:

**EXHIBIT A
TO THE BOND PURCHASE AGREEMENT**

**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[PRINCIPAL AMOUNT] Electric System Revenue Bonds, 202[_] 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
1919 Aksarben Drive
Omaha, Nebraska 68106

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 \$[PRINCIPAL AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, 202[_] 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. [SERIES RESOLUTION #] of the District adopted by the Board of Directors of the District on April 16, 2026 (collectively, the “Resolution”), pursuant to which the Bonds are being issued and the proceedings of the District relating thereto; and Resolution No. [SALES RESOLUTION #] 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 and as of the date of the Bond Purchase Agreement (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 its date and 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)
\$[PRINCIPAL AMOUNT] Electric System Revenue Bonds, 202[] 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 \$[PRINCIPAL AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, 202[] 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, by Resolution No. 5882 of the District adopted October 13, 2011, and as further amended by Resolution No. 6720 (when and if effective) (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	5202	October 17, 2002
2289	June 25, 1975	5270	April 17, 2003
2359	November 20, 1975	5433	April 14, 2005
2401	March 4, 1976	5537	May 11, 2006
2454	June 17, 1976	5642	October 11, 2007
2576	March 1, 1977	5728	October 16, 2008
2607	April 29, 1977	5756	February 12, 2009
2683	December 12, 1977	5834	October 14, 2010
2700	December 15, 1977	5847	December 16, 2010
3407	January 29, 1985	5879	September 15, 2011
3540	May 15, 1986	5911	July 12, 2012
3834	June 13, 1989	6017	November 13, 2014
4170	April 16, 1992	6101	February 11, 2016
4209	September 17, 1992	6200	September 14, 2017
4271	March 9, 1993	6255	July 12, 2018
4285	April 13, 1993	6439	June 17, 2021
4312	August 30, 1993	6559	April 20, 2023
4644	January 16, 1997	6627	January 18, 2024
4801	September 17, 1998	6698	March 20, 2025
5167	May 16, 2002	[SERIES RESOLUTION #]	April 16, 2026

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. [SERIES RESOLUTION #] and Resolution No. [SALES RESOLUTION #], both adopted by the Board of Directors of the District on April 16, 2026, 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 [October 17, 2024], 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. [SERIES RESOLUTION #], 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. [SALES RESOLUTION #] 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 16, 2026	[DATE]	[SERIES RESOLUTION #] and [SALES RESOLUTION #]

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; and (b) \$[AMOUNT] aggregate outstanding principal amount of the District's Electric Revenue Notes, CP Series A.

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]

[Bradley R. Underwood
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 \$[PRINCIPAL AMOUNT] principal amount of Omaha Public Power District Electric System Revenue Bonds, 202[] 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, by Resolution No. 5882 adopted by the District on October 13, 2011, and as further amended by Resolution No. 6720 adopted by the District on August 21, 2025 (when and if effective), and (ii) Resolution No. [SERIES RESOLUTION #], adopted by the District on April 16, 2026 (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, Barclays 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 and as of the date of the Purchase Agreement (except for the omission of such information as is permitted under Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the “Rule”)), 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 the date of this letter, 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 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. 311 S. Wacker Drive, Suite 6200B Chicago, Illinois 60606
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**OMAHA PUBLIC POWER DISTRICT (NEBRASKA)
\$[PRINCIPAL AMOUNT] Electric System Revenue Bonds, 202[] 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, by Resolution No. 5882 adopted by the District on October 13, 2011, and as further amended by Resolution No. 6720 adopted by the District on August 21, 2025 (when and if effective) (together, the “General Resolution”), pursuant to which, along with certain Series Resolutions, the District has issued its Electric System Revenue Bonds;
2. Resolution No. [SERIES RESOLUTION #] adopted on April 16, 2026 (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. [SERIES RESOLUTION #] adopted on April 16, 2026 (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 202[] BONDS,” “SECURITY FOR THE 202[] 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)
\$[PRINCIPAL AMOUNT] Electric System Revenue Bonds, 202[] 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, the Representative has not 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].

(g) “*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).

(h) “*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 148 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]



Moody / Underwood

RESOLUTION NO. [XXXX]

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, by Resolution No. 5882 adopted by the Board of Directors of the District on October 13, 2011, and as further amended by Resolution No. 6720 adopted by the Board of Directors of the District on August 21, 2025 (when and if effective) (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 capitalized interest, 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, 2026 Series or 2027 Series,” (the year designation to be consistent with the calendar year in which such Additional Bonds are issued) 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 \$1,400,000,000. 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 March 31, 2027 and (b) each series of the Authorized Bonds shall mature no later than December 31, 2063.

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 and principal shall be payable to the holders of record as of the 15th calendar day of the month preceding any payment date. Interest on the Authorized Bonds shall be payable on February 1 and August 1 of each year, commencing on the date provided in the applicable Pricing Certificate 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, 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 \$1,400,000,000.

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 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. [SERIES RESOLUTION #] adopted by the Board of Directors of the Omaha Public Power District at a meeting held on April 16, 2026.

Bradley R. Underwood
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. [SERIES RESOLUTION #] of the Board of Directors of Omaha Public Power District (the “District”) adopted on April 16, 2026 (“Resolution No. [SERIES RESOLUTION #]”), which authorizes the issuance by the District of its Electric System Revenue Bonds, [2026 or 2027] Series [] (the “Bonds”). Capitalized terms used herein which are not otherwise defined shall have the meanings assigned thereto in Resolution No. [SERIES RESOLUTION #].

As required by Resolution No. [SERIES RESOLUTION #], 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 [2026] [2027] 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 below. Interest on the Bonds shall be payable on February 1 and August 1 of each year, commencing [February] [August] 1, 20[].

Electric System Revenue Bonds, [2026] [2027] 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 [2026] [2027] SERIES BONDS

Each certificate representing the [2026] [2027] 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, [2026] [2027] 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 designated office of The Bank of New York Mellon Trust Company, N. A., 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 16, 2026 (the "Series Resolution") (together, the "Bond Resolution"). The District has amended Resolution No. 1788, as previously amended, as provided in Resolution No. 6720 adopted by the Board of Directors of the District on August 21, 2025, which Resolution No. 6720 is on file with the Bond Fund Trustee. Such amendment shall be effective thirty days (30) after the Bond Fund Trustee provides notice to the District and the Bondholders that the Bond Fund Trustee has received written consents (if any) to the provisions of Resolution 6720, which, in addition to the deemed written consents to the provisions of Resolution 6720, comprise at least sixty-six and two-thirds percent (66 2/3%) aggregate principal amount of the Outstanding Bonds on the date of such notice. The holder of this Bond hereby consents to the amendment of Resolution No. 1788 as provided in Resolution No. 6720.

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 designated office of The Bank of New York Mellon Trust Company, N. A., the Bond Fund Trustee appointed pursuant to the Bond Resolution, 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 designated 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 designated 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 [2026] [2027] 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.



Omaha Public Power District
BOARD OF DIRECTORS

Reporting Item

April 14, 2026

ITEM

Retirement Plan – 2025 Annual Report

PURPOSE

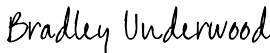
Report on the Retirement Plan Fund and Individual Manager Performance for 2025

FACTS


- a. The market value of the Retirement Plan Fund was \$1.40 billion on December 31, 2025. This compares to the market value of \$1.26 billion on December 31, 2024. During the year, the benefit payment and expenses exceeded the total contribution by \$30.3 million. The investment gains net of fees was \$167.5 million.
- b. The preliminary asset allocation at year-end was 55.6% equity, 29.6% fixed income securities and 14.8% alternative assets (private real estate and private debt), which is within the Investment Policy Guidelines approved by the Board.
- c. A summary of the 2025 Retirement Plan Investment Manager's performance will be presented by the District's consultant, Mr. Jeff Boucek, Vice President and Director of Public Fund Consulting, of Segal Marco.

RECOMMENDED:

APPROVED FOR REPORTING TO BOARD:

DocuSigned by:

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Bradley R. Underwood
Vice President and Chief Financial
Officer

Signed by:

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L. Javier Fernandez
President and Chief Executive Officer

BRU: jap

Attachment: Summary of Investment Manager Performance

**SUMMARY OF OPPD RETIREMENT PLAN ASSETS
AS OF DECEMBER 31, 2025**

Manager Valuations, Distributions and Returns(*)

	FUND TYPE	TOTAL VALUATION	PERCENT OF FUND	NET OF FEES RETURNS		DIFFERENCE ABOVE/(BELOW) YTD INDEX	
				QUARTERLY	YEAR-TO-DATE		
<u>EQUITY MANAGERS:</u>							
Domestic Large Capitalization							
	State Street Global Advisors Russell 1000	Index/Core Equity	269,964,176.00	19.3%	2.4%	17.3%	-0.1%
Domestic Middle Capitalization							
	Kayne Anderson Rudnick ⁽¹⁾	Core/Growth	77,907,407.00	5.6%	-2.4%	NA	NA
Domestic Small Capitalization							
	LSV Asset Management	Small Capitalization Value	44,252,300.00	3.2%	1.5%	7.3%	-5.3%
	Frontier Capital Management	Small Capitalization Growth	43,000,139.00	3.1%	6.9%	12.3%	-0.7%
International							
	Global Apha Fund	Small Cap. International	50,812,853.00	3.6%	2.1%	22.0%	-9.8%
	MFS International Equity	International Equity	135,395,598.00	9.7%	3.3%	23.3%	-7.9%
	Acadian Emerging Markets ⁽¹⁾	Emerging Markets	158,435,507.00	11.3%	5.6%	NA	NA
Subtotal Equity			\$ 779,767,980.00	55.6%			
<u>FIXED INCOME MANAGERS:</u>							
Domestic Bonds							
	JP Morgan Investment Management	Investment Grade/Core	82,134,797.00	5.9%	1.1%	7.1%	-0.2%
	Mackay Shields	Investment Grade/Core	45,916,306.00	3.3%	1.5%	7.5%	-1.0%
	Reams Asset Management Company	Investment Grade/Core	85,898,173.00	6.1%	1.0%	7.9%	0.6%
	State Street Global Advisors - Bond Market Index	Investment Grade Index/Core	93,850,490.00	6.7%	1.0%	7.2%	-0.1%
	State Street Global Advisors - TIPS Index	Investment Grade Index/TIPS	30,253,632.00	2.2%	0.0%	6.9%	-0.1%
International Bonds							
	Stone Harbor Investment Partners L.P.	Emerging Markets	63,296,242.00	4.5%	3.7%	15.1%	1.6%
Cash							
	Trustee Cash Management Account	Cash & Cash Equivalents	13,702,553.00	1.0%	-2.0%	1.1%	-3.1%
Subtotal Fixed Income			\$ 415,052,193.00	29.6%			
<u>ALTERNATIVE ASSETS MANAGERS</u>							
	Harrison Street Real Estate Capital	Private Real Estate	47,456,785.00	3.4%	-0.3%	3.4%	-0.3%
	PGIM Real Estate	Private Real Estate	43,102,712.00	3.1%	0.9%	4.8%	1.1%
	Corbin	Private Credit ⁽²⁾	21,945,071.00	1.6%	NA	NA	NA
	Neuberger Berman IV ⁽³⁾	Private Credit ⁽²⁾	78,896,054.00	5.6%	NA	NA	NA
	Neuberger Berman V ⁽³⁾	Private Credit ⁽²⁾	16,017,974.00	1.1%	NA	NA	NA
Subtotal Alternative Assets			\$ 207,418,596.00	14.8%			
TOTAL			\$ 1,402,238,769.00	100.0%	2.0%	13.1%	-2.2%
Asset Allocation							
EQUITY ALLOCATION			\$ 779,767,980.00	55.6%			
FIXED INCOME ALLOCATION			\$ 415,052,193.00	29.6%			
ALTERNATIVE ASSETS ALLOCATION			\$ 207,418,596.00	14.8%			
			\$ 1,402,238,769.00	100.0%			

(*) Preliminary Data as of this report.

(1) Kayne was hired to replace Wellington and Acadian was hired to replace Allspring and Invesco during the second quarter.

(2) Private Credit Managers have not reported 12-31-2025 return data as of this reporting.

(3) Multiple Neuberger Berman Funds are being used to maintain asset allocation targets.



Reporting Item

April 14, 2026

ITEM

401(k) and 457 Retirement Savings Plans – 2025 Annual Report

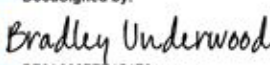
PURPOSE

To report the fund options for OPPD's 401(k) and 457 Retirement Savings Plans for 2025

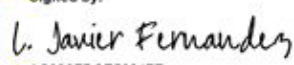
FACTS

- a. The District offers two retirement savings plans, 401(k) and 457, that provide the ability for employees to save current earnings for retirement. The investment options for the 401(k) and 457 Plans are monitored by a committee of employees that includes members of the Treasury & Financial Operations division and Human Capital division. The investment options are identical in the 401(k) and 457 Plans.
- b. The market value for OPPD's 401(k) and 457 Retirement Savings Plans was \$782.3 million as of December 31, 2025. During the year, employee contributions totaled \$16.0 million and OPPD's contributions totaled \$6.6 million in both plans.
- c. During 2025, the Wellington CIF II Mid Cap Opportunities S1 fund was removed due to poor performance with its funds transferred to the Kayne Anderson Rudnick Mid Cap Core CIT Class 2 fund.
- d. A summary listing investment options, balances, and annual fund performance for the period ending December 31, 2025, is attached.

RECOMMENDED:

DocuSigned by:

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Bradley R. Underwood
Vice President and Chief Financial Officer

APPROVED FOR REPORTING TO BOARD:

Signed by:

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L. Javier Fernandez
President and Chief Executive Officer

Attachment: Summary of Fund Options and Performance

**OPPD 401(k)/457 Retirement Savings Plans
Fund Options and Performance
Period Ending December 31, 2025**

Domestic Equity Funds	Fund Type	Balance as of 12/31/25	Performance				
			One year return	Index	Difference	Three year return	Five year return
American Funds Washington Mutual Investors Fund	Large Capitalization Value	\$ 59,824,031	17.5%	15.9%	1.6%	18.1%	14.3%
American Funds New Economy Fund	Large Capitalization Growth	\$ 76,185,159	31.5%	22.3%	9.2%	28.3%	10.9%
T Rowe Price Blue Chip Growth Fund (T2)	Large Capitalization Growth	\$ 128,611,923	18.8%	18.6%	0.2%	34.0%	11.7%
Fidelity 500 Index Fund	Large Capitalization Index Fund	\$ 106,749,632	17.9%	17.9%	0.0%	23.0%	14.4%
JP Morgan Value Advantage Fund	Multi Capitalization Growth	\$ 45,975,078	9.7%	15.7%	-6.0%	12.1%	11.8%
Kayne Anderson Rudnick Mid Cap Core CIT Class 2	Middle Capitalization Core	\$ 19,107,991	N/A	10.6%		N/A	N/A
T Rowe Price Institutional Small-Cap Stock Fd	Small Capitalization Core	\$ 46,604,251	8.3%	12.8%	-4.5%	12.5%	5.0%
Total Domestic Equity Funds		\$ 483,058,065					

International/Global Equity Funds	Fund Type	Balance as of 12/31/25	Performance				
			One year return	Index	Difference	Three year return	Five year return
American Funds EuroPacific Growth Fund	International Equity	\$ 33,114,655	29.2%	33.1%	-3.9%	16.3%	4.6%
Fidelity Total International Index Fund	International Equity Index Fund	\$ 4,955,899	32.6%	32.4%	0.2%	17.2%	7.9%
American Funds New Perspective Fund	Global Equity	\$ 43,186,548	21.6%	22.3%	-0.7%	21.2%	9.4%
DFA Emerging Markets Core Equity Portfolio	Emerging Markets	\$ 9,007,250	28.8%	34.4%	-5.6%	16.9%	7.1%
Total International/Global Equity Funds		\$ 90,264,352					

Domestic Fixed Income Funds	Fund Type	Balance as of 12/31/25	Performance				
			One year return	Index	Difference	Three year return	Five year return
Invesco Short-Term Investments Govt & Agency Porfolio	Money Market	\$ 16,148,236	4.3%	4.2%	0.1%	4.8%	3.2%
Fidelity US Bond Index Fund	Domestic Bond Index Fund	\$ 3,717,699	7.1%	7.3%	-0.2%	4.6%	-0.4%
Natixis Loomis Sayles Core Plus Bond Fund	Core Bond	\$ 15,983,014	8.2%	7.3%	0.9%	5.0%	0.0%
BlackRock Low Duration Bond Portfolio	Intermediate Bond	\$ 5,345,112	6.4%	5.3%	1.1%	5.8%	2.4%
BlackRock High Yield Bond Portfolio	High Yield Bond	\$ 9,659,874	9.4%	8.6%	0.8%	10.6%	5.1%
Fidelity Inflation Protected Bond Index Fund	TIPS	\$ 1,761,739	6.8%	7.0%	-0.2%	4.2%	1.0%
Total International/Global Equity Funds		\$ 52,615,674					

Other Funds	Fund Type	Balance as of 12/31/25
Target Investment Strategy Funds	Target Date	\$ 144,971,609
United of Omaha Annuity/Guaranteed Income Contracts	Annuities/Guaranteed Income	\$ 11,416,852
Total Other Funds		\$ 156,388,461

Total All Funds	\$ 782,326,552
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Reporting Item

April 14, 2026

ITEM

Other Post Employment Benefits (OPEB) Trusts – 2025 Annual Report

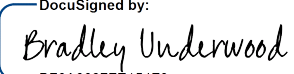
PURPOSE

Report OPEB Trust Performance for 2025

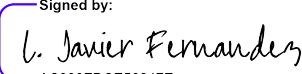
FACTS

- a. The District has established two Other Post Employment Benefits (OPEB) Trusts to fund the liability of medical and life insurance benefits for retired employees and their spouses. The first trust is designated for employees hired prior to 2008 (Pre-2008 OPEB Trust Fund). The second trust is designated for employees hired after December 31, 2007 (Post-2007 OPEB Trust Fund). The investments for the two OPEB Trust Funds are monitored by an investment committee (Committee) comprised of the Vice Presidents of Financial Services and Human Capital and the Directors of Treasury and Financial Operations, Corporate Accounting and Total Rewards.
- b. The market value of the Pre-2008 OPEB Trust Fund equaled \$240.9 million as of December 31, 2025, compared to \$207.3 million as of December 31, 2024. The District's contributions totaled \$21.8 million, retiree contributions were \$4.4 million and benefit payments along with associated fees were \$27.0 million for 2025. The Pre-2008 OPEB Trust Fund was primarily invested in a global equity fund, a real return fund, a private real estate fund and a core fixed income fund. The asset allocation at year-end was 55.9% equity, 18.4% fixed income, 18.3% real return and 7.4% private real estate, which is within the Investment Policy guidelines. The Fund had a 17.1% return for 2025.
- c. The market value of the Post-2007 OPEB Trust Fund equaled \$14.0 million as of December 31, 2025, compared to \$11.3 million as of December 31, 2024. The District's contributions totaled \$1.6 million in 2025. Benefit payments along with associated fees totaled \$186,935. There were no retiree contributions during 2025. The Post-2007 OPEB Trust Fund was primarily invested in a core bond fixed income fund and a global equity index fund. The asset allocation at year-end was 70.4% fixed income and 29.6% equity which is within the Investment Policy guidelines. The Fund had a 11.1% return for 2025.
- d. A summary listing investment balances and annual fund performance for the period ending December 31, 2025, is attached.

RECOMMENDED:

DocuSigned by:

D76A8627FE134F8...
Bradley R. Underwood,
Vice President and Chief Financial Officer

APPROVED FOR REPORTING TO BOARD:

Signed by:

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L. Javier Fernandez,
President and Chief Executive Officer

BRU:jda

Attachment: Investment Balance Summary

**OPPD Other Post Employment Benefit Trusts (OPEB)
Fund Performance
Period Ending December 31, 2025**

OPEB Pre-2008 Trust	Fund Type	Balance as of 12/31/25	Performance				
			One year return	Index	Difference	Three Year return	Five Year return
Wellington Global Opportunities	Global Equity Fund	\$ 134,693,484	21.4%	22.3%	-0.9%	21.4%	10.8%
Wellington Core Bond Fund	Core Fixed Income Fund	\$ 39,514,489	7.3%	7.3%	0.0%	5.6%	-0.1%
SSgA Real Asset	Real Return Fixed Fund	\$ 43,934,261	19.8%	19.8%	0.0%	8.2%	9.6%
PGIM Real Estate PRISA	Private Real Estate Fund	\$ 17,898,399	5.8%	3.8%	2.0%	-2.1%	4.1%
Goldman Sachs Financial Square Govt Fund	Cash Equivalent (Fixed)	\$ 4,841,742	4.2%	4.2%	0.0%	4.8%	3.2%
Total		\$ 240,882,375	17.1%	16.9%	0.2%	13.8%	8.2%

OPEB Post-2007 Trust	Fund Type	Balance as of 12/31/25	Performance				
			One year return	Index	Difference	Three Year return	Five Year return
Hartford Total Return Bond Fund	Core Fixed Income Fund	\$ 9,015,283	7.3%	7.3%	0.0%	5.6%	0.1%
Vanguard Total World Stock Index Fund	Global Equity Index Fund	\$ 4,144,167	22.4%	22.6%	-0.2%	20.2%	11.0%
Goldman Sachs Financial Square Govt Fund	Cash Equivalent (Fixed)	\$ 853,167	4.2%	4.2%	0.0%	4.8%	3.2%
Total		\$ 14,012,617	11.1%	11.8%	-0.7%	9.4%	3.6%



Action Item

April 14, 2026

ITEM

SD-14: Retirement Plan Funding Monitoring Report

PURPOSE

To ensure full Board review, discussion and acceptance of SD-14: Retirement Plan Funding Monitoring Report

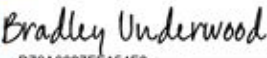
FACTS

- 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 Finance Committee is responsible for evaluating Board Policy SD-14: Retirement Plan Funding Monitoring Report on an annual basis.
- d. The Finance Committee has reviewed the SD-14: Retirement Plan Funding Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

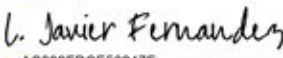
ACTION

The Finance Committee recommends Board approval of the 2026 SD-14: Retirement Plan Funding Monitoring Report.

RECOMMENDED:

DocuSigned by:

D78A6627FE154F8
Bradley R. Underwood
Vice President and Chief Financial Officer

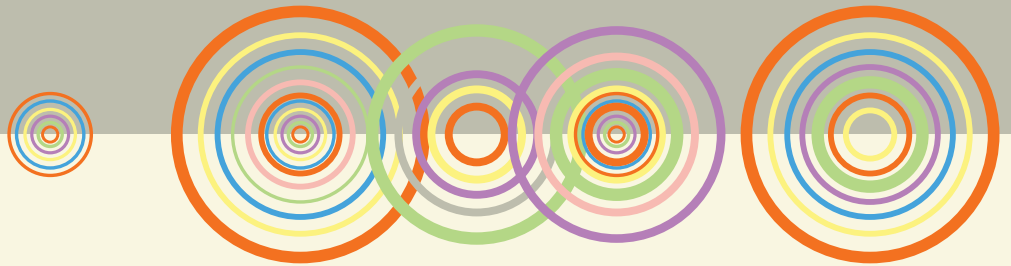
APPROVED FOR REPORTING TO BOARD:

Signed by:

AG398FDGCE56247E
L. Javier Fernandez
President and Chief Executive Officer

Attachment: Monitoring Report SD-14
Resolution

MONITORING REPORT SD-14: RETIREMENT PLAN FUNDING

» 04.14.26 »



Brad Underwood
Vice President & Chief Financial Officer



SD-14: Retirement Plan Funding

The Retirement Plan Funding Policy is intended to provide guidance for funding and budgeting for pension obligations, demonstrate prudent financial management practices, re-assure bond rating agencies, and provide transparency to stakeholders on how the Retirement Plan (“Plan”) is funded. OPPD intends to provide for systematic funding of future benefit payments for Plan participants and their beneficiaries.

Therefore:

- A nationally recognized actuarial firm should be utilized to perform the analysis to determine the annual required contribution to the Plan.
- The discount rate to be used to determine the Plan’s current funded status and required contribution will be established with the assistance of an investment consultant.
- OPPD intends to achieve long-term full funding of the cost of benefits provided by the Plan by funding the actuarially determined annual required contribution each year.

AON

Actuarial Valuation Report

Omaha Public Power District

Retirement Plan

As of January 1, 2025



A nationally recognized actuarial firm should be utilized to perform the analysis to determine the annual required contribution to the Plan

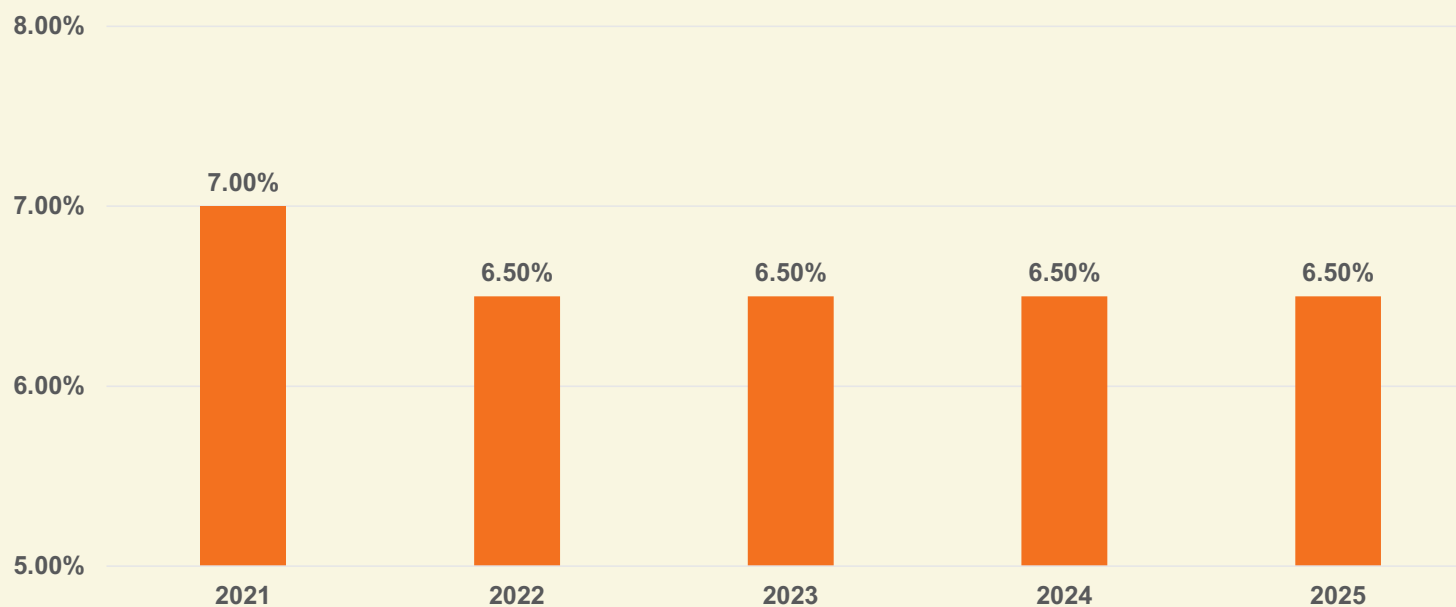
- Established relationship with actuary – Aon
- Annual Actuarial Report documents the actuarial valuations for the Retirement Plan assets and liabilities and determines annual required contribution to achieve a fully funded plan within the actuarial period.
- Valuations are conducted in accordance with generally accepted actuarial principles and practices, including Applicable Standards of Practice as issued by the Actuarial Standards Board.





The discount rate to be used to determine the Plan's current funded status and required contribution will be established with the assistance of an investment consultant.

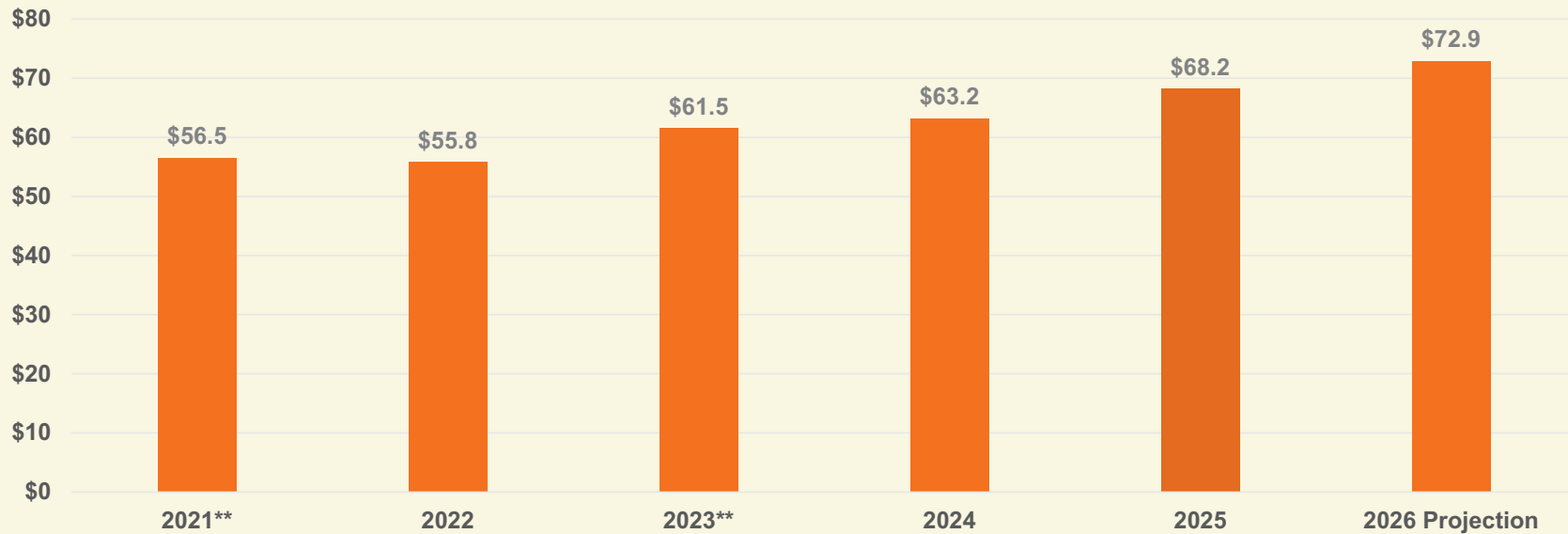
Discount Rate*



* Discount rates are determined by the District's Investment Consultant, Segal Marco, based on the Retirement Plan's asset allocation and active/passive management. The District updated the Plan's discount rate to 6.5% in 2022 as a result of its most recent asset/liability study.

OPPD intends to achieve long-term full funding of the cost of benefits provided by the Plan by funding the actuarially determined annual required contribution each year.

Annually Required Contributions (ARC)*



* Per policy, the District annually funds Aon's determined ARC each year

** District made an incremental \$95 million and \$50 million above the Plan ARC in 2021 and 2023, respectively

Retirement Plan Funded Ratio

Year	2021	2022	2023	2024	2025
Funded Ratio*	72.0%	75.5%	73.5%	74.3%	73.2%
Discount Rate	7.0%	6.5%	6.5%	6.5%	6.5%
Retirement Fund Return**	13.3%	6.4%	-14.4%	11.9%	7.6%
Other Factors Affecting the Funded Ratio	Updated the mortality tables. The active retirement rates, withdrawal rates, salary scale and terminated vested commencement age were changed based on a new assumption study. The FCS assumptions were eliminated.	Made an additional contribution of \$95 million into the Retirement Plan from the Decommissioning and Benefit Reserve. Changed the discount rate from 7% to 6.5%. Updated the mortality tables for healthy and disabled participants.	There were no assumption changes. Made an additional contribution of \$50 million into the Retirement Plan from the Decommissioning and Benefit Reserve	There were no assumption changes.	There were no assumption changes.

* Funded Ratio is determined as of January 1 of each year

** Retirement Fund Return as of January 1 of each year. The return as of January 1, 2026 was 13.4%



RECOMMENDATION

The Finance Committee has reviewed and accepted this Monitoring Report for SD-14: Retirement Plan Funding and recommends that the Board finds OPPD to be sufficiently in compliance with Board Policy SD-14.



Moody/Underwood

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 Finance Committee (the "Committee") is responsible for evaluating Board Policy SD-14: Retirement Plan Funding on an annual basis. The Committee has reviewed the SD-14: Retirement Plan Funding 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 Omaha Public Power District accepts the SD-14: Retirement Plan Funding 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.



Omaha Public Power District
BOARD OF DIRECTORS

Action Item

April 14, 2026

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 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-5: Customer Satisfaction.
- d. The Customer and Public Engagement Committee has reviewed the SD-5: Customer Satisfaction Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

ACTION

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

RECOMMENDED:

Signed by:

Handwritten signature of Timothy D. McAreavey in blue ink.

Timothy D. McAreavey
Vice President, External Relations and
Chief Customer & Public Engagement
Officer

APPROVED FOR BOARD CONSIDERATION:

Signed by:

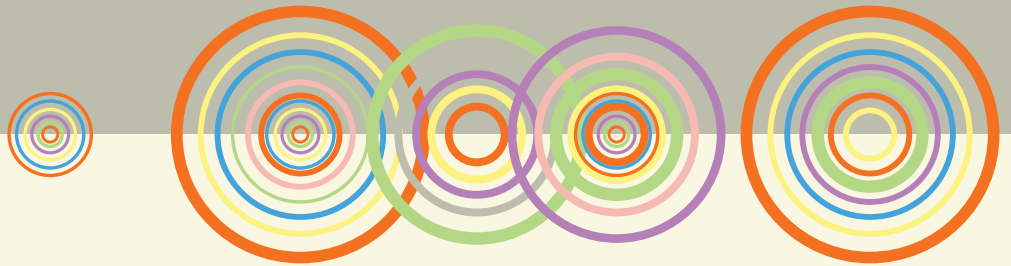
Handwritten signature of L. Javier Fernandez in blue ink.

L. Javier Fernandez
President and Chief Executive Officer

Attachments: Exhibit A – Monitoring Report
Resolution

SD-5: CUSTOMER SATISFACTION MONITORING REPORT

» 04.14.26 »



Tim McAreavey
Vice President, External Relations and
Chief Customer & Public Engagement Officer



AGENDA

- **SD-5: Customer Satisfaction Overview**
- **Residential Results**
- **Business Results**



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 TO ACHIEVE EXCELLENT CUSTOMER SATISFACTION



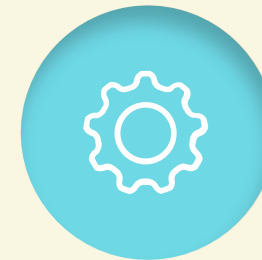
Share the big picture

Provide periodic customer-owner trend updates to the Board.



Give customers a voice

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



Measure, learn, respond

Achieve top quartile performance in customer satisfaction for similar-sized utilities in the region across customer classes.



Share the big picture

Provide periodic customer-owner trend updates to the Board.



Macro

Pressures remained elevated in 2025 as persistent inflation, higher cost of living, weather events and reductions in energy-assistance and subsidy programs continue to impact household budgets.



Industry

Residential satisfaction continues to decline industry-wide due to affordability pressures and higher expectations for clear communication. Business satisfaction is more stable, with improvements in service and trust even as overall engagement trends downward.



OPPD

OPPD continued to perform strongly in customer satisfaction in 2025, though customer perceptions were still influenced by ongoing affordability pressures and rising expectations for clearer communication and digital service.

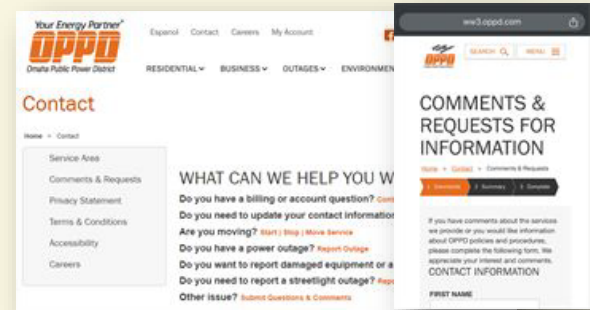


Give customers a voice

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



Online, mobile,
email



Phone



In-person





Measure, learn, respond

Achieve top quartile performance in customer satisfaction for similar-sized utilities in the region across customer classes.



Residential

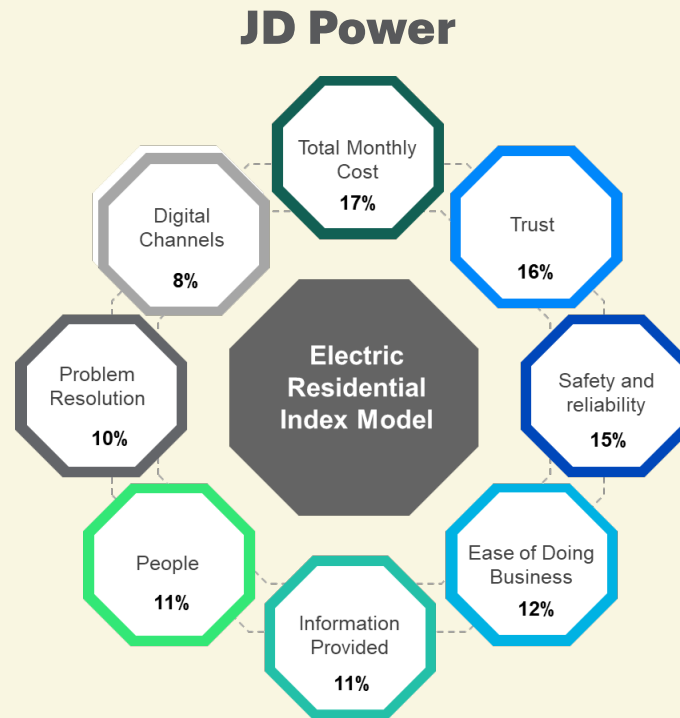
- JD Power Associates Electric Utility Residential Customer Satisfaction StudySM
- Customer care representative transaction study
- Customer communication study
- Custom studies related to brand, customer experience and product development



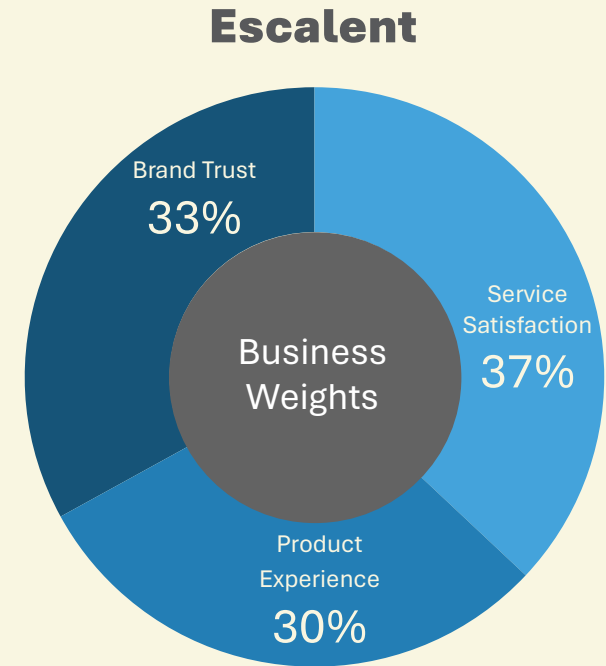
Business

- Escalent, Cogent Syndicated Electric Utility Business Customer Satisfaction StudySM
- Small to medium business study
- Daily account executive business interactions and insights

The J.D. Power residential study and Escalent's business study point to both OPPD-specific and electric utility industry trends, **retrospectively**



J.D. Power Associates Residential Electric Utility Customer Satisfaction Study



Escalent's Cogent Business Customer Engagement Evaluation

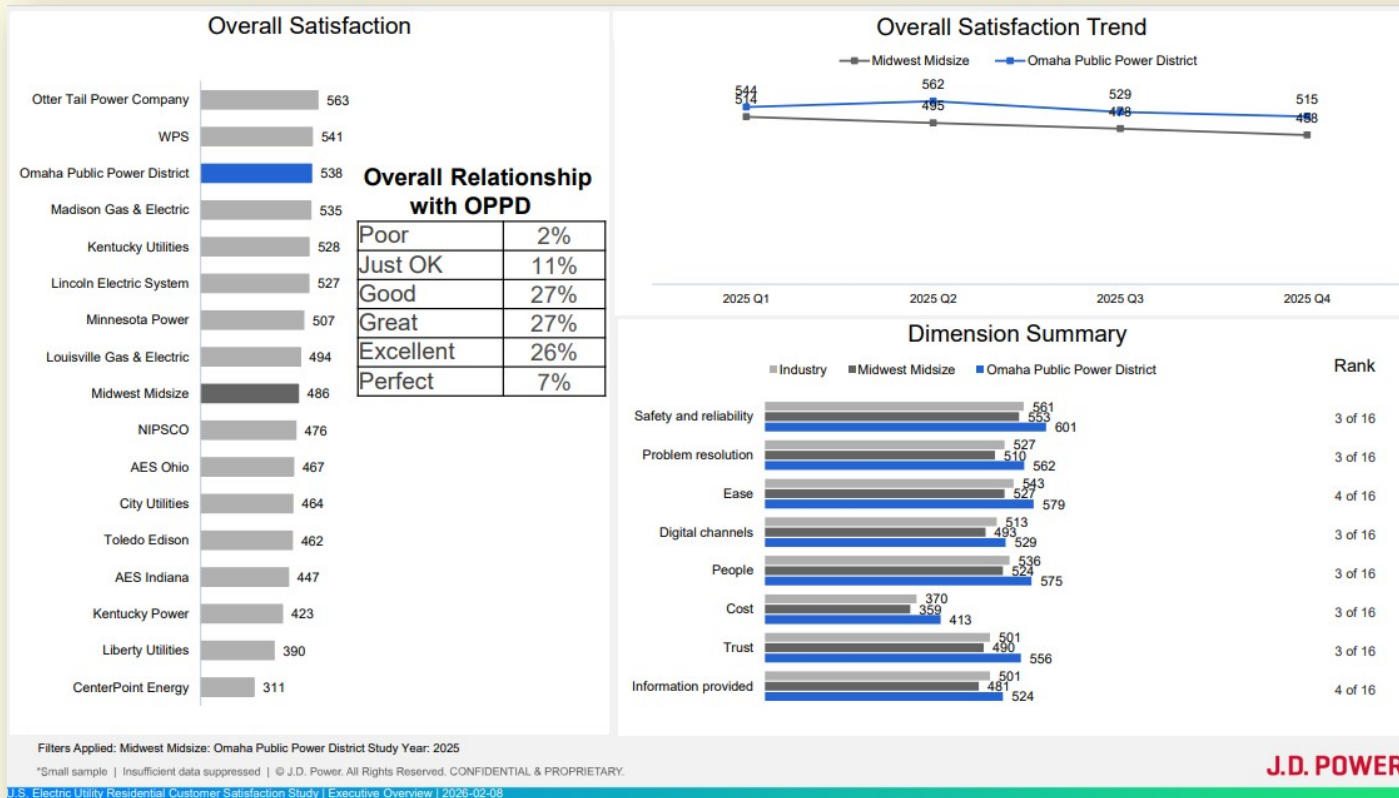
Note: Values may not total 100% due to rounding

JD POWER RESIDENTIAL CUSTOMER SATISFACTION

OPPD PERFORMANCE



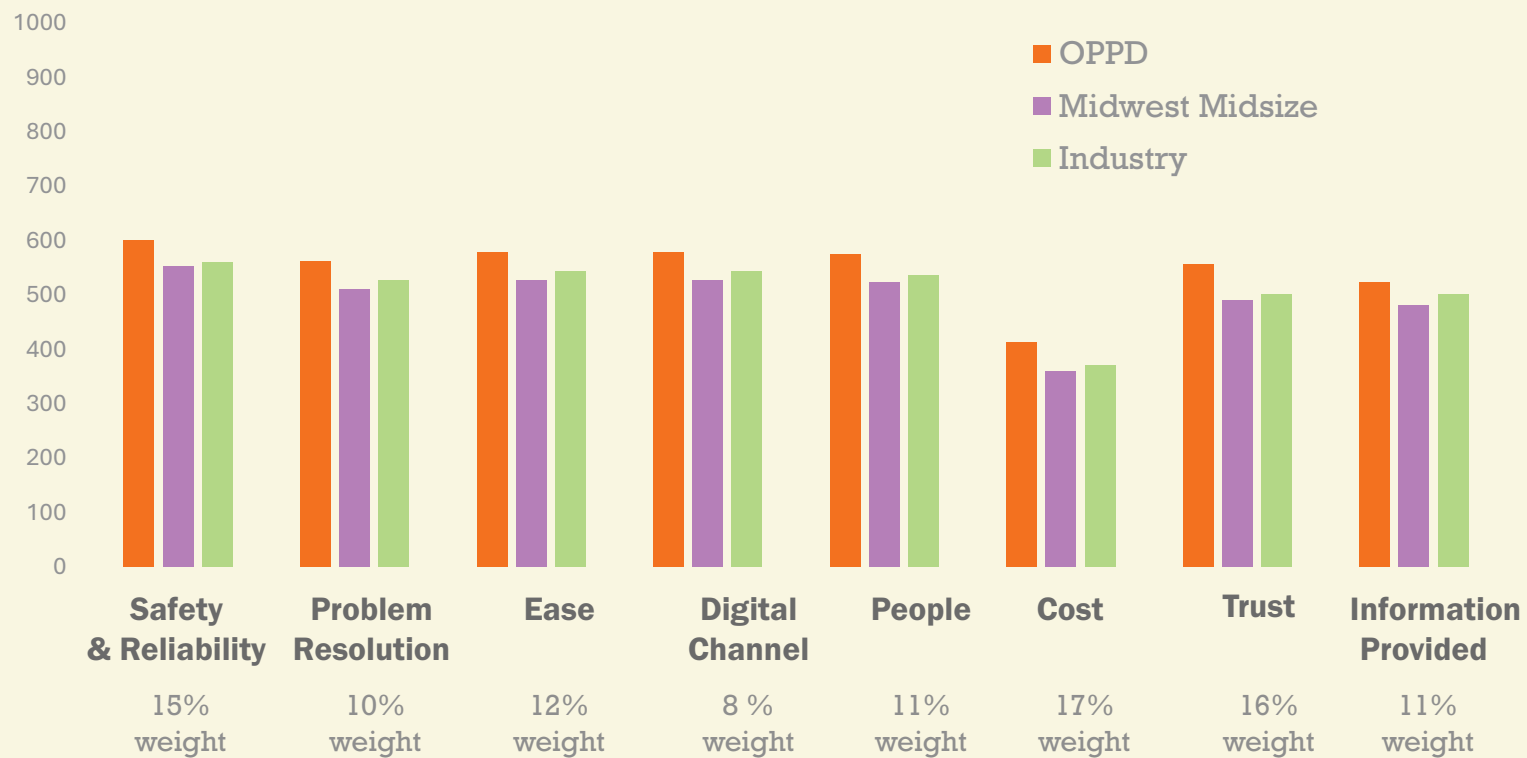
- **538** total Customer Satisfaction Index for OPPD
- Ranked **third** in Midwest Midsize Utility segment for 2025



Source: JD Power Associates Electric Utility Residential Customer Satisfaction StudySM. OPPD annual sample sizes are sufficient for statistically meaningful analysis.

JD POWER RESIDENTIAL CUSTOMER SATISFACTION

OPPD PERFORMANCE 2025



Source: 2025 JD Power Associates Electric Utility Residential Customer Satisfaction StudySM. OPPD annual sample sizes are sufficient for statistically meaningful analysis.

MSR SURVEYS RESULTS - RESIDENTIAL

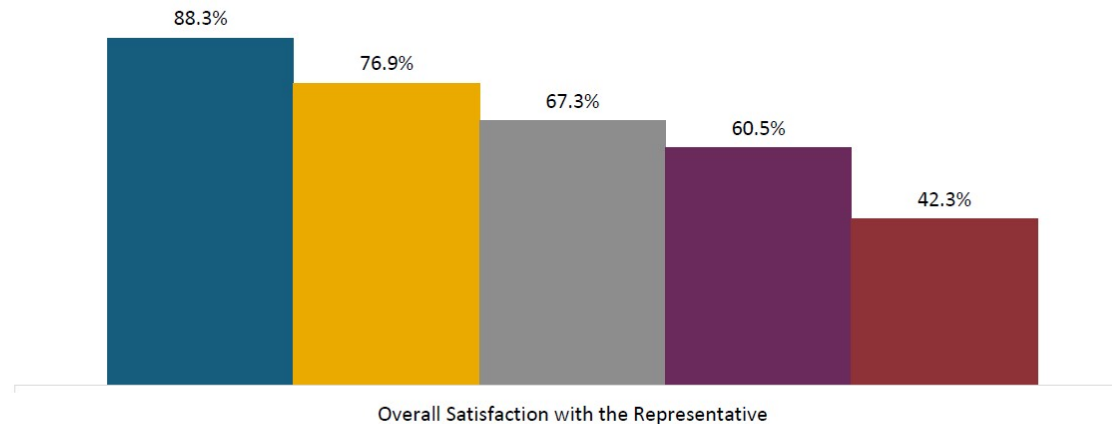


Customers are Highly Satisfied With OPPD's Customer Service Representatives

- OPPD holds the top spot among other APECS utilities evaluated in terms of customers' satisfaction with their utility's customer service representatives.
- Nearly nine in ten customers were *very satisfied* with the OPPD customer service representative they spoke with, compared to 42.3% of customers on a national level who were *very satisfied* with their utility's representative.

2025 OSAT with Rep
% Very Satisfied

■ OPPD ■ Utility A ■ Utility B ■ Utility C ■ National Study



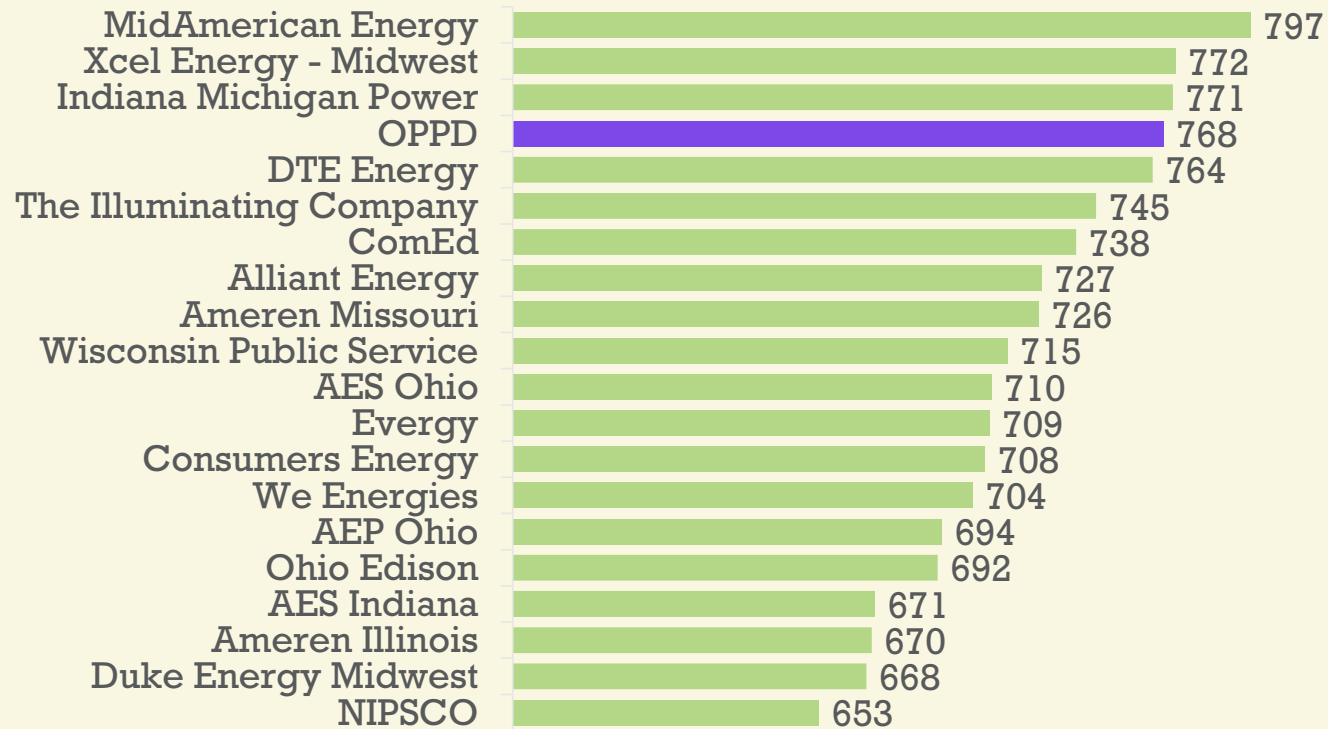
Reference: Q12. Overall, how satisfied are you with the customer service representative that you spoke with?



ESCALENT BUSINESS CUSTOMER ENGAGEMENT BENCHMARKING

Midwest

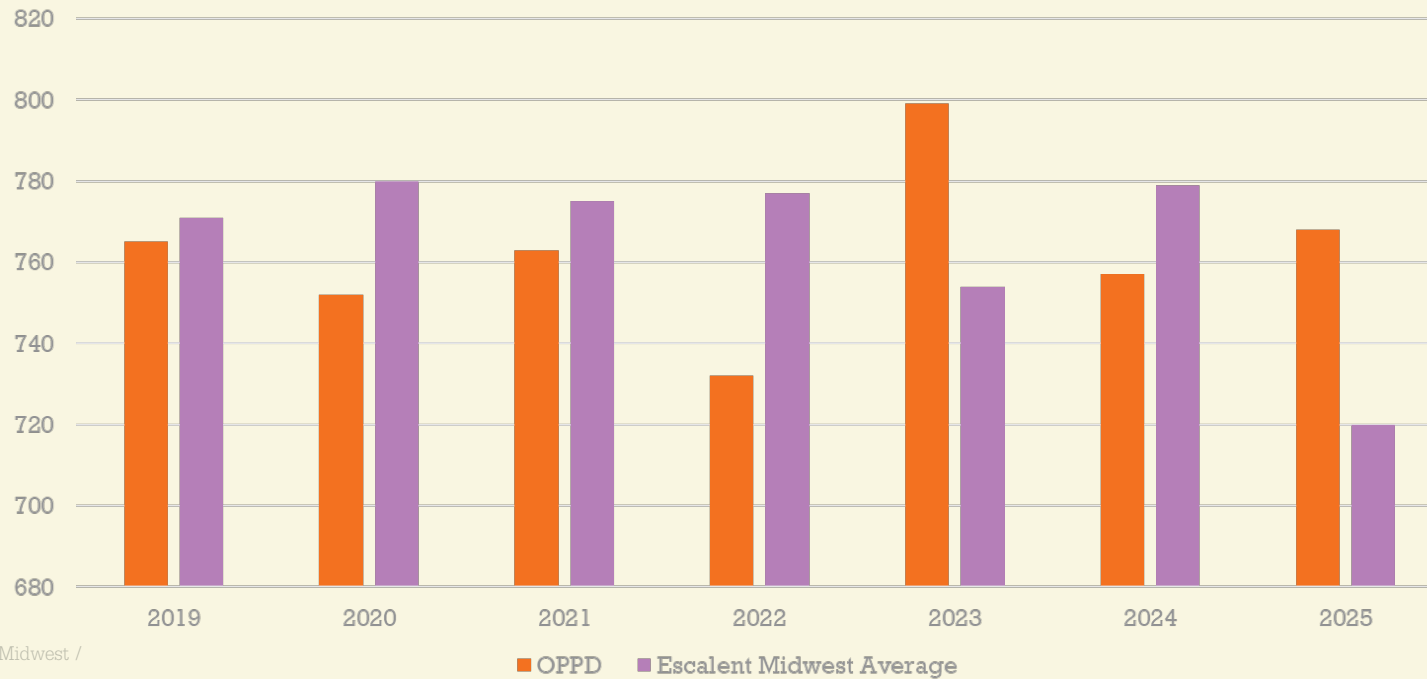
Engaged Customer Relationship Scores





ESCALENT BUSINESS CUSTOMER ENGAGEMENT

OPPD Performance v. Segment Averages 2019-2025



Midwest /
Industry
Quartile
Ranking

3/2

3/2

4/4

3/4

1/2

1/2



Ranked **first quartile** in **Midwest Region** segment for **2025**

Source: 2019-2023 Escalent, Cogent Syndicated Electric Utility Business Customer Satisfaction StudySM

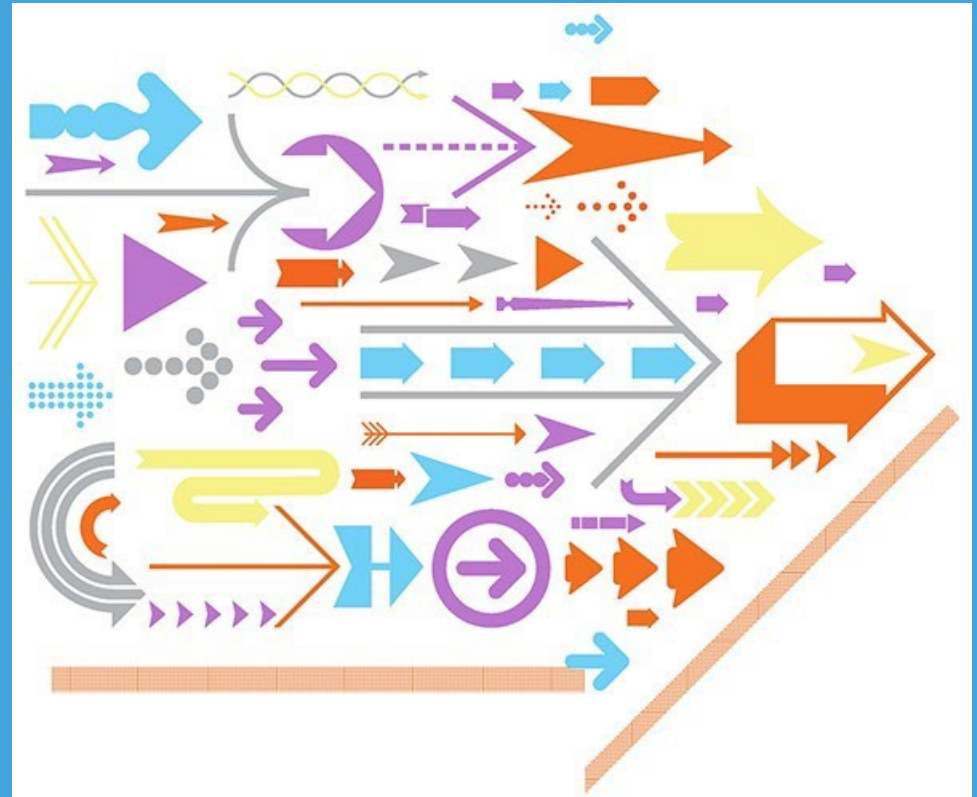


RECOMMENDATION

The Customer and Public Engagement Committee has reviewed and accepted this Monitoring Report for SD-5: Customer Satisfaction and recommends that the Board finds OPPD to be sufficiently in compliance with Board Policy SD-5.

Any reflections on

➤ what has been accomplished, challenges and/or strategic implications?





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 Customer and Public Engagement 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 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 to be sufficiently in compliance with the policy as stated.

DRAFT



Reporting Item

April 14, 2026

ITEM

Legislative Update

PURPOSE

To provide an update on 2026 state and federal legislative matters, local government affairs and regulatory matters.

FACTS

- a. Nebraska's 109th Legislature 2nd session began on January 7, 2026 and is expected to end on April 17, 2026.
- b. The 119th Congress began on January 3, 2025 and is expected to end January 3, 2027.

RECOMMENDED:

Signed by:

A handwritten signature in black ink that reads "Timothy D. McAreavey".

9426A0614772435

Timothy D. McAreavey

Vice President, External Relations and
Chief Customer & Public Engagement
Officer

APPROVED FOR BOARD CONSIDERATION:

Signed by:

A handwritten signature in black ink that reads "L. Javier Fernandez".

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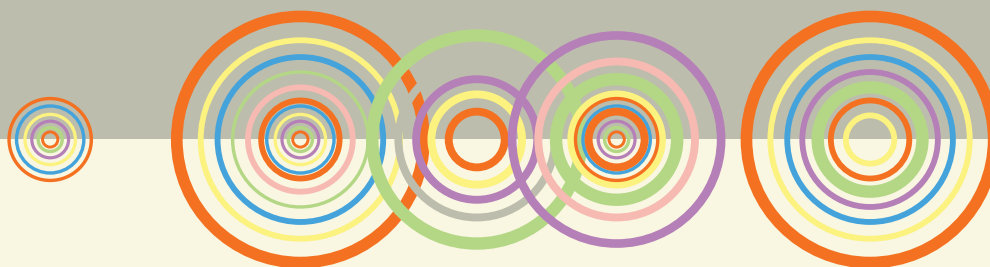
L. Javier Fernandez

President and Chief Executive Officer

Attachment: Legislative Update

» 04.14.26 »

LEGISLATIVE UPDATE



Tim McAreavey
Vice President, External Relations and
Chief Customer & Public Engagement Officer



2026 LEGISLATIVE SESSION

- 60 –Day session
- 547 bills
 - 74 bills of interest to OPPD
- Day 59 of the Legislature
- April 17 - Adjourn Sine Die

ACTIVE BILLS OF INTEREST



LB1010 – Brandt – Provide for eminent domain of electrical energy storage property, storage of electric energy under the Electric Cooperative Corporation Act, and energy storage resources and change application, notice, filing, exemption, and violation provisions relating to electric suppliers (*Natural Resources Committee Hearing 2/11/26; Committee priority bill; Passed on Final Reading 49-0-0*) - OPPD Support

- **Issue on associated energy storage resource and immediate vicinity**
 - Fixed by a colloquy, no immediate vicinity
- **Amendment on nameplate capacity passed**
- **Amendment on changes to LB1064 – ‘Large Load Customer Regulation Act’ - did not pass**
- **Amendment on changes to LB1111 – ‘change provisions relating to cryptocurrency mining operations and data centers’ passed**
 - Decommissioning and community benefit agreement requirements

LB1010 HIGHLIGHTS – PASSED ON FINAL READING

- **LB1010 Energy Storage**
 - **Allows for battery energy storage resources both standalone and associated with a privately developed renewable energy generation facility**
 - **Requires Power Review Board approval and written consent from the local utility for private storage projects; Local utility cannot use eminent domain on an energy storage resource approved by the Power Review Board**
 - **Requires private developers to partner and contract with a public power utility (PPA)**
 - **All utilities impacted need to consent**
 - **Establishes a nameplate capacity tax for energy storage resources and outlines how the revenue will be distributed to local taxing entities**
- **Includes LB1064**
 - **Establishes standards for interconnecting large load customers (e.g., those with loads exceeding 20 megawatts) to public power suppliers, including requirements for disclosure, study fees, site control, and financial commitments for infrastructure development**
- **Includes LB1111**
 - **Allows public power suppliers to impose terms and conditions on data centers that require the operation or center to pay the full cost of providing electric service and ensure no cost is passed on to other retail customers**
 - **Requires annual reporting by data centers**
 - **The owner or operator of a data center shall bear all decommissioning costs of such data center and enter into a community benefit agreement with communities affected by the data center**

ACTIVE BILLS OF INTEREST

LB1261 – DeKay/Governor – Prohibit the use of eminent domain to acquire certain privately owned electric generation facilities (*Natural Resources Committee hearing 2/5/26; Senator Moser priority bill; Passed on Final Reading 33-16-0*) - OPPD Support

- **Committee amendment on striking “projected” passed**
- **Amendment on “any waiver must be approved by the board of directors” passed**
- **Amendment on “any contract entered into under this subdivision must be approved by the board of directors” passed**
- **Technical amendment to ensure all public power utilities “governing boards” are included instead of “board of directors” passed**

LB1261 HIGHLIGHTS – PASSED ON FINAL READING

- **Creates a timing pathway for large customer electric load and economic development projects**
- **Consumer-owned utilities are prohibited from using eminent domain to take certain privately owned electric generation facilities built to serve large industrial customers with new electric loads over 1,000 MW**
- **To qualify for this protection, the private facility must be co-located with the industrial customer, share an equivalent grid interconnection point, and have Nebraska Power Review Board approval**
- **Any waiver and contract must be approved by the governing body of the consumer-owned utility or utilities**
- **The private generator and the relevant consumer-owned utility (and wholesale supplier, if applicable) must enter into a long-term contractual arrangement that:**
 - **preserves the utility's exclusive retail service rights, provides commercial benefits to the utility, prohibits resale of electricity by the industrial customer and includes a contractual waiver of eminent domain for the contract's duration**
- **The industrial customer must pay all costs associated with system upgrades, congestion, or other impacts on consumer-owned utilities**
- **The private generation facility may only serve the industrial customer, unless the consumer-owned utility agrees otherwise (waiver)**
- **These provisions apply to contracts for new industrial loads entered into on or before December 31, 2031**

ACTIVE BILLS OF INTEREST

- **LB1033** – Spivey – Require DHHS to make crisis assistance payments under LIHEAP (*HHS Committee Hearing 2/20/26; Amendment 3119 adopted – Part of LB958; Passed on Final Reading with emergency clause 48-1-0) - OPPD Support*
 - **This OPPD-led bill, in coordination with Senator Spivey, provides needed support for customers seeking assistance in bill payments**
 - **The Department of Health and Human Services shall make crisis assistance payments as necessary of no more than eight hundred dollars per program year**
 - **The Department of Health and Human Services may authorize crisis assistance payments for more than eight hundred dollars per program year based on extenuating circumstances**

ACTIVE BILLS OF INTEREST



- **LB935** – Bosn – Provide for the award of costs and attorney’s fees in certain actions involving political subdivisions (*Judiciary Committee Hearing 2/18/26; Passed on Final Reading with emergency clause 38-11-0*) - *OPPD Support*
- **LB1108** – Clouse – Change provisions related to contracts entered into by and bidding requirements and exceptions for joint entities and public power districts (*Government, Military and Veterans Affairs Committee Hearing 2/20/26; Passed on Final Reading 49-0-0*) - *OPPD Support*
- **LB1145** – Lonowski – Change provisions relating to notice requirements for a meeting of a public body under the Open Meetings Act (*Government, Military and Veterans Affairs Committee hearing 2/5/26; Part of LB596 – Passed on Final Reading 46-3-0*) - *OPPD Support*
- **LB1191** – Hallstrom – Change provisions relating to certain employment and investment requirements under the Nebraska Advantage Act (*Revenue Committee hearing 2/6/26; Part of LB1165 – Passed on Final Reading with emergency clause 42-7-0*) - *OPPD Support*
- **LB1096** – Bostar/Governor – Adopt the Preventing Lethal Agricultural and National Threats Act and the Critical Infrastructure Protection Act, authorize the withholding of records relating to critical water infrastructure, and provide civil and criminal penalties (*Judiciary Committee hearing 2/5/26: AM2313 hearing 3/5; Senator Bostar priority bill; Passed on Final Reading 34-15-0*) - *OPPD Monitor*

BILLS OF INTEREST **NOT LIKELY TO PASS**

- OPPD advocates for the following:
 - **Rates issue (involving provisions to setting of certain rates)**
 - LB413
 - **Transmission issue (involving private transmission)**
 - LB489
 - **Operational issues (involving deceptive trade practice, provisions for proclamations to disasters)**
 - LB1003, LB546

BILLS OF INTEREST **NOT LIKELY TO PASS**

- OPPD advocates against the following:
 - **Generation issues (involving battery storage, local control, regulations, Grid Modernization Act)**
 - LB349, LB503, LB1026, LB1027, LB1172, LB1193, LB1204, LB1259
 - **Real estate and eminent domain issues**
 - LB964, LB1255
 - **Financial and operational issues (involving cost of living adjustments, One Call Notification System Act)**
 - LB571, LB1093

INTERIM STUDIES OF INTEREST TO OPPD



- **LR373** – Interim study to carry out the provisions of section 13-2402, which requires the Nebraska Retirement Systems Committee to monitor **underfunded defined benefit plans administered by political subdivisions**
- **LR400** – Interim study to examine **economic development programs, policies, and incentives** administered by the state
- **LR407** – Interim study to examine **revitalization of urban areas** and how cities and villages may utilize the role of culture as a driver of economic development, workforce attraction, tourism, and community revitalization in Nebraska
- **LR418** – Interim study to examine **inland port authorities**, how inland port authorities currently operate, and the progress of inland port authorities in developing land, infrastructure, and opportunities in the areas of the authorities
- **LR421** – Interim study to examine the **current status of artificial intelligence legislation** occurring at the state and federal levels to address risks to public safety and to determine what action Nebraska should take to address such risks
- **LR429** – Interim study to evaluate the **compensation of members of the governing bodies of political subdivisions**

INTERIM STUDIES OF INTEREST TO OPPD



- **LR432** – Interim study to examine how current **residential building codes** affect the cost of rehabilitating older properties and if changes need to be made to such codes to lessen the cost of rehabilitation
- **LR441** – Interim study relating to the **applicability for residential versus commercial building codes** and the implications of enacting LB1227, introduced in the One Hundred Ninth Legislature, Second Session
- **LR443** – Interim study to consider creating a **referencing** guide to assist the Reference Committee of the Legislature in referencing bills to the proper standing committee of the Legislature
- **LR460** – Interim study to examine **residential building codes** and land development regulations and which specific codes may be cost prohibitive in the building of affordable and workforce housing
- **LR471** – Interim study to examine issues related to the production of **natural gas**
- **LR476** – Interim study to examine the fiscal, constitutional, and administrative implications of adopting LB1095, 2026, relating to **divesting assets of the retirement systems from the People's Republic of China**



Action Item

April 14, 2026

ITEM

SD-4: Reliability Monitoring Report

PURPOSE

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

FACTS

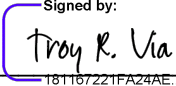
- a. The first set of Board policies was approved by the Board on July 16, 2015. A second set of Board policies was approved by the Board on October 15, 2015. The Board subsequently updated SD-4: Reliability on November 16, 2023.
- b. Each policy was evaluated and assigned to the appropriate Board Committee 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 finds that OPPD is taking reasonable and appropriate measures to comply with the policy.

ACTION

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

RECOMMENDED:

APPROVED FOR BOARD CONSIDERATION:

Signed by:


181167221FA24AE...
Troy R. Via
Chief Operating Officer and
Vice President – Utility Operations

Signed by:

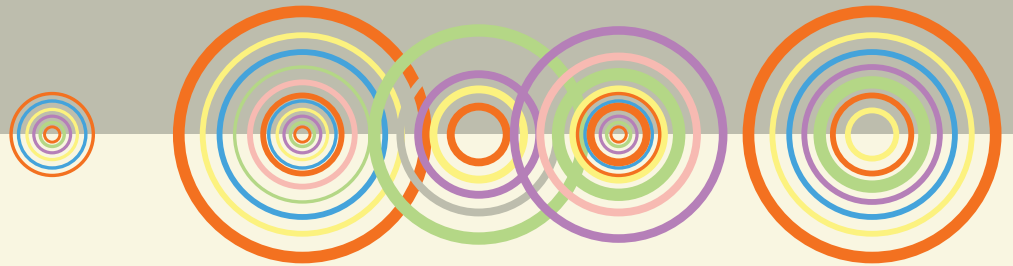

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L. Javier Fernandez
President and Chief Executive Officer

TRV:cjz

Attachments: Exhibit A – Monitoring Report
Resolution

SD-4: RELIABILITY MONITORING REPORT

➤ April 2026



System Management & Nuclear Oversight Committee Report
Troy Via, COO & VP Utility Operations



SUMMARY SD-4: RELIABILITY



As our communities become more reliant on electric services, reliability must also continue to improve. The generation fleet, transmission system, and distribution system are all elements of OPPD's vertically integrated systems to delivery energy services to our customer-owners. The reliability of each of these system elements contributes to the overall reliability of our service. Therefore, to demonstrate reliable operations of its electric utility system, OPPD shall:

RESOURCES



Assure all customer energy requirements are met through the use of its generation resources and purchased power portfolio 100 percent of the time; and

All measures will be tracked on a 12-month rolling average basis.

GENERATION



Maintain OPPD's owned generation fleet Equivalent Forced Outage Rate (EFOR*) at or below the middle of the second quartile of a benchmark fleet of comparable generation; and

TRANSMISSION



Operate and maintain the system in accordance with all applicable NERC Reliability Standards; and

DISTRIBUTION



Maintain the System Average Interruption Duration Index (SAIDI*) and System Average Interruption Frequency Index (SAIFI*) to top quartile performance for a benchmark of comparable electrical utilities, excluding Major Event Days;

SD-4

COMPLIANCE

PERFORMANCE SD-4: RELIABILITY



RESOURCES



OPPD had generation and energy supply available to meet customer demands throughout all of 2025.

GENERATION



More improvement needed to reduce forced generation outages.

EFOR RESULTS
2025: **17.5%**
Goal: 10.5%
5-Year Av.: **14.6%**
Industry Av.: 15.5%

TRANSMISSION



OPPD has met all regulatory requirements to ensure a reliable transmission system.

DISTRIBUTION



Customer outage frequency met first quartile target, duration exceeded the goal.

(minutes)	SAIDI	SAIFI
2025:	98	0.73
Goal:	90	0.90
5-Year Av.:	76	0.59
Ind. Av.:	135	1.06

SD-4

COMPLIANCE

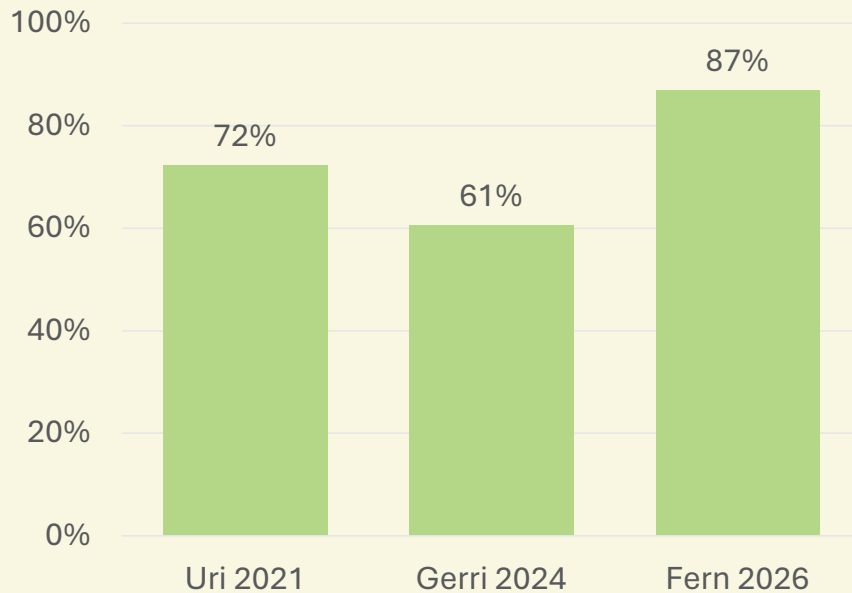


GENERATION RELIABILITY

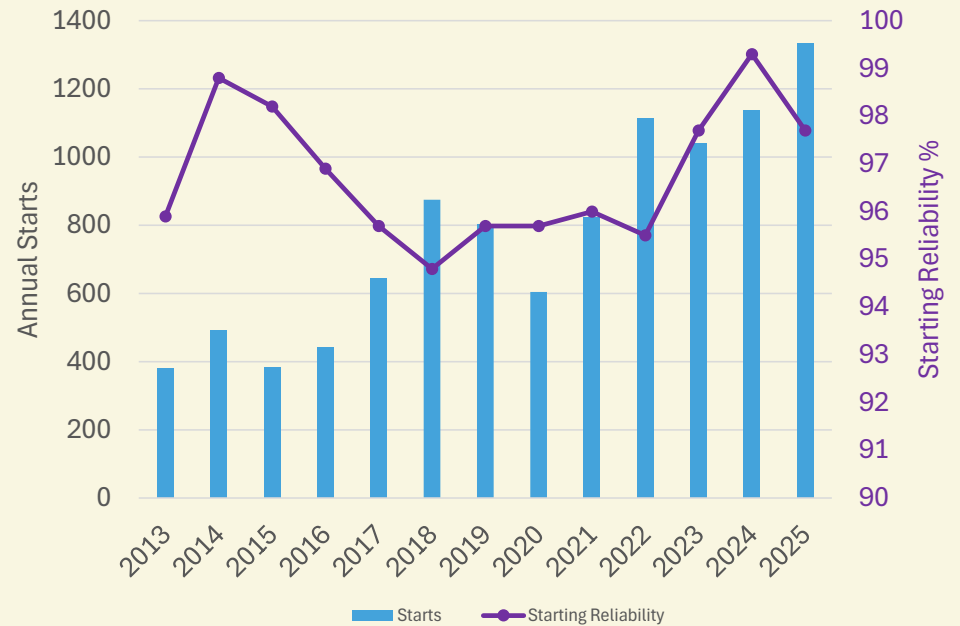
GENERATION: Improvement Highlights



Winter Storm Availability



OPPD Fleet Annual Starts and Starting Reliability

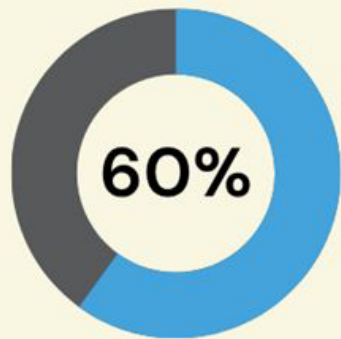


Significant investment and effort in winter performance and starting reliability over the past years have yielded major improvements

GENERATION

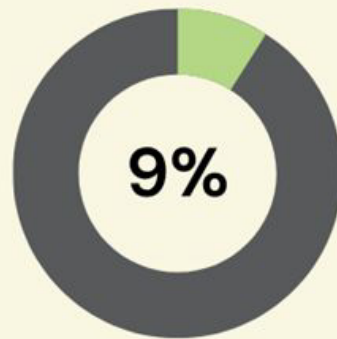
5-Year Outage Drivers and Actions

ASSET MANAGEMENT



The leading cause within the asset management category was component defects that resulted in preventable equipment failures.

HUMAN PERFORMANCE



Human performance also is a key contributor to generation outages, creating improvement opportunities.

Asset Management

Systems and processes to detect and prevent failure or mitigate the consequence

- Accelerated major equipment replacement
- Predictive maintenance program growth
- Critical Sparring
- EPRI Partnership / Asset Management program
- Dedicated Reliability staff
- Fail Modes Analysis / Maintenance Basis

Human Performance

Systems and processes that set employees up for success

- Procedure development and enhancement
- Alarm Management program
- Advanced operator training program
- Human Factors



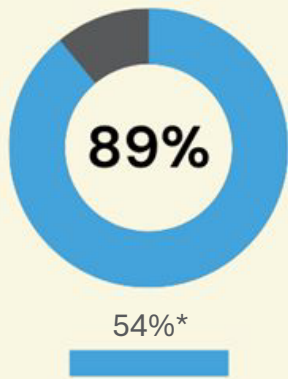


DISTRIBUTION RELIABILITY

Total Customer Experience

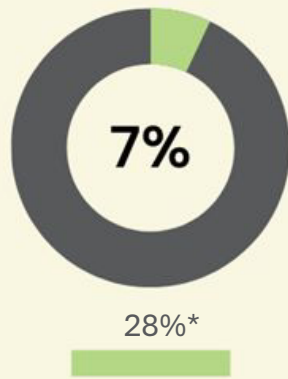
The average OPPD customer experienced 558 minutes without power – if major storms are included.

TREES AND WEATHER



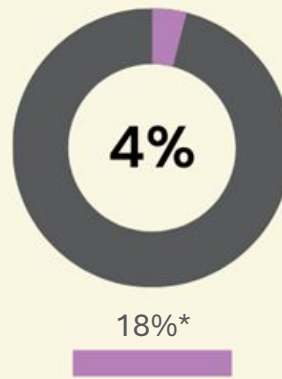
Customers experienced outages from both record winds and storms across the service territory in 2025.

CABLE & EQUIPMENT FAILURE



System investments have made an impact for cable and equipment failures. Failures are down by more than 30% over the past five years.

PUBLIC & WILDLIFE



Public- and wildlife-caused impacts to the grid make up the remainder of outages.

*Excludes Major Event Days

Tree and weather impacts together drive the customer experience. OPPD continues to focus on trimming and system resilience actions.



RECOMMENDATION:

The System Management & Nuclear Oversight Committee has reviewed and accepted this Monitoring Report for SD-4 and **recommends that the Board finds OPPD is taking reasonable and appropriate measures to comply** with Board Policy SD-4.

SD-4 Performance

- Through our own generation, purchased power agreements, and the integrated market, OPPD had energy supply needed to meet demand 100% of the time.
- Continued investment in reliability is needed to reduce forced generation outages.
- The frequency of distribution system outages met the first quartile goal while trees and weather drove the duration over the target in 2025.
- Met applicable NERC transmission reliability standards.



Williams/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 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 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 is taking reasonable and appropriate measures to comply with the policy as stated.



Omaha Public Power District

BOARD OF DIRECTORS

Board Action

April 14, 2026

ITEM

RFP No. 6235 Resources for Underground Residential and Commercial Developments.

PURPOSE

Award supplemental labor contract for construction services related to installation of new underground Residential and Commercial Developments.

FACTS

- a. Contract provides additional construction labor to support the District's current resources.
- b. The RFP and bidder responses were based on an expected number of units, multiplied by the bidder's unit rate, to compare each bidder's costs. Total annual costs will vary based on the actual volume of work performed.
- c. Two (2) proposals were received in response to RFP 6235. One (1) proposal was legally responsive. Two (2) proposals were technically responsive.
- d. Contract offers a three (3) year initial term with the option to renew three (3) additional one (1) year terms based on Management's assessment of the contractor's performance.
- e. The Nielsen Construction proposal, evaluated as the sum of \$2,390,413.00 as described in item (b) above, is recommended as the lowest and best bid.
- f. Work associated with this contract will begin July 2026.

ACTION

Authorization by the Board to award a labor-only contract to Nielsen Construction for an initial term of three (3) years, with an option to renew up to three (3) additional one (1) year contract terms, for the procurement of construction services related to the installation of underground Residential and Commercial Developments.

RECOMMENDED:

Signed by:
Troy R. Via

4B1467221FA24AE...
Troy R. Via
Chief Operating Officer and
Vice President – Utility Operations

APPROVED FOR BOARD CONSIDERATION:

Signed by:
L. Javier Fernandez

AC399F0CE56247E...
L. Javier Fernandez
President and Chief Executive Officer

TRV:kab

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



MEMORANDUM

Date: April 16, 2026

From: B. D. Kramer

To: T. R. Via

RFP No. 6235
“Resources for Underground Residential and Commercial Developments”
Analysis of Proposals

1.00 GENERAL

RFP No. 6235 was advertised for bid on February 12, 2026.

This contract will provide construction services for the installation of distribution system components in new underground Residential and Commercial Developments including primary backbone cable, secondary pedestals, streetlight cable, and other associated equipment.

Construction is scheduled to begin July 1, 2026 and conclude by June 30, 2029. OPPD will award this contract for a three (3) year initial term, beginning in calendar year 2026. OPPD will have option to renew the contract with three (3) additional one (1) year contract renewal terms potentially extending contract to 2032.

One (1) Letter of Clarification (LOC) was issued to provide explanation on the technical aspects of the project as requested by bidders.

Proposals were requested and opened at 1:00 p.m., C.S.T., Thursday, March 12, 2026.

Two (2) total proposals were received. The proposals received are summarized as follows:

Bidder	Lump Sum Firm Price	Legally Responsive	Technically Responsive
Nielsen Construction	\$ 2,390,413.00	Yes	Yes
Valley Corporation	\$ 8,104,589.77	No	Yes

T.R. Via
April 16, 2026
Page 2 of 2

2.00 COMPLIANCE WITH CONTRACT TERMS AND GENERAL REQUIREMENTS

OPPD's legal counsel has determined that the proposal submitted by Valley Corporation is legally non-responsive. Supplemental materials were received after the submission deadline, and the documents provided were also materially incomplete. As a result, the proposal cannot be considered by the Board of Directors for the award of this contract.

The proposal from Nielsen Construction was deemed to be legally responsive.

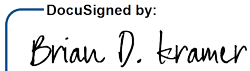
3.00 COMPLIANCE WITH TECHNICAL REQUIREMENTS

All proposals were deemed to be technically responsive.

4.00 RECOMMENDATION

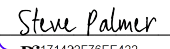
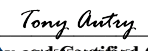
On the basis of compliance with the legal and technical requirements of the specifications, cost evaluations, and guaranteed completion dates, it is recommended that RFP No. 6235 Resources for Underground Residential and Commercial Developments be awarded to Nielsen Construction for an initial term of three (3) years, with an option to renew up to three (3) additional one (1) year contract terms, for the procurement of construction services related to the installation of underground Residential and Commercial Developments.

DocuSigned by:



47A18598F51E44A
Brian D. Kramer

Senior Director Utility Operations Construction and Maintenance
Utility Operations

<p>TABULATION OF BIDS Opened at 1:00 p.m., CST Thursday, March 12, 2026, in Omaha, Nebraska</p> <hr/> <p>Anticipated Award Date April 17, 2026</p> <hr/> <p>ENGINEER'S ESTIMATE</p> <p>\$6,510,618.00</p>	<p align="center">REQUEST FOR PROPOSAL NO. 6235 Underground Residential & Commercial Developments Project</p> <p align="right">Page 1 of 1</p>			<p>Signed by:  Steve Palmer <small>3174402F76EE422...</small> Director</p> <p>Signed by:  Tony Antrig Supply Chain Management</p> <p>Compiled by and Certified Correct</p>
<p align="center">BID ITEM</p>	<p align="center">BIDDER'S NAME & ADDRESS</p>			
<p>1. Price Proposal:</p> <p>Lump Sum Firm Price (Contract Price) to perform all Work as specified.</p> <p>2. Start/Completion Dates:</p> <p>Desired Start: 07/01/26</p> <p>Completion Dates: 06/30/29</p>	<p align="center">Nielsen Construction 10120 S 148th St, Omaha, NE 68138</p> <hr/> <p align="center">SUPPLIER'S BID</p> <p align="center"><u>\$2,390,413.00</u></p> <p align="center"><u>Guaranteed Start/Completion Date</u></p> <p align="center"><u>July 1, 2026</u></p> <p align="center"><u>June 30, 2029</u></p>	<p align="center">Valley Corporation 28001 Ida Cir. Valley, NE 68064</p> <hr/> <p align="center">SUPPLIER'S BID</p> <p align="center"><u>\$8,104,589.77</u></p> <p align="center"><u>Guaranteed Start/Completion Date</u></p> <p align="center"><u>July 1, 2026</u></p> <p align="center"><u>June 30, 2029</u></p>	<p align="center">SUPPLIER'S BID</p> <p align="center"><u>Guaranteed Start/Completion Date</u></p>	



Amelia V. Prickett
ATTORNEY
402.978.5264
aprickett@fraserstryker.com
fraserstryker.com

March 26, 2026

Omaha Public Power District
1919 Aksarben Drive
Omaha, NE 68106

RE: Request for Proposal No. 6235 – Resources for Underground Residential and Commercial Developments (“RFP No. 6235”)

Ladies and Gentlemen:

We have reviewed the two (2) proposals received in response to the Omaha Public Power District (“District”) RFP No. 6235 and provide the following legal opinion:

The initial proposal of Valley Corporation, Inc. (“Valley”) was timely submitted. However, Valley’s initial submission included template forms for various attachments that were not substantively completed, including Attachment G (References) and Attachment H (Resources). These items are not ministerial in nature; rather, they are components of the evaluation criteria and are necessary for the District to assess bidder responsibility and comparative qualifications. Following the submission deadline, Valley provided additional materials indicating that certain required information had not been included in its original submission. To the extent those materials supply previously omitted information regarding references, resource information, or other supporting documentation, they constitute substantive additions to the proposal rather than clarification of information already provided. While the District may, in limited circumstances, request clarifications or permit the correction of minor informalities in a sealed bid process, it may not accept post-deadline submissions that materially alter or supplement a bidder’s proposal in a manner that affects evaluation or provides a competitive advantage. Accordingly, the supplemental materials received after the submission deadline cannot be considered, and Valley’s timely submission was materially incomplete, rendering the proposal legally non-responsive.

Further, we note that Valley’s supplemental materials remain incomplete. The Valley Safety Questionnaire references an attachment relating to regulatory citations (including OSHA-related citations) as “see attached,” but no such attachment was included or clearly identified in the submitted materials.

The proposal of Nielsen Construction (“Nielsen”) was timely submitted, signed by its President on March 9, 2026, and does not contain any exceptions to the District’s standard terms. We note that Nielsen’s proposed pricing is substantially lower than both the Engineer’s Estimate

Fraser Stryker PC LLO

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

March 26, 2026

Page 2

and the competing proposal, which may warrant further evaluation by the District. Nielsen's representative provided a follow-up confirmation of its proposed pricing to the District via email on March 18, 2026. Accordingly, the difference between Nielsen's pricing and the Engineer's Estimate or competing proposal does not present a legal responsiveness issue but is a matter for the District's technical and commercial evaluation.

The Valley Corporation proposal is legally non-responsive and cannot be considered by the Board. Subject to the District's technical and economic evaluation, the Nielsen Construction proposal may be considered by the Board for the award of RFP No. 6235.

Best,



Amelia V. Prickett
FOR THE FIRM

3541054



Williams/Via

RESOLUTION NO. XXXX

WHEREAS, OPPD issued Request for Proposal (RFP) No. 6235 to procure a multi-year supplemental construction services contract for the installation of underground Residential and Commercial Developments; and

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, RFP No. 6235 provides for OPPD to initially procure supplemental construction services for the installation of underground Residential and Commercial Developments for a three (3) year initial term and renew contract with the successful bidder for up to three (3) additional one (1) year terms based on the bidders' responses; and

WHEREAS, the proposal submitted by Nielsen Construction was evaluated by Management as the lowest and best bid and provided an acceptable option to renew up to three (3) additional one (1) year terms based on legal and technical evaluation for the procurement of construction services related to the installation of new underground Residential and Commercial Developments; 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 Management is hereby authorized and directed to accept the proposal of Nielsen Construction for the procurement of construction services for installation of new power facilities in Underground Residential and Commercial Developments, with the option to renew up to three (3) additional one (1) year contract terms, and the bond of such bidder is hereby approved.



Action Item

April 14, 2026

ITEM

Standing Committee Annual Charter Reviews and Board Policy Updates

PURPOSE

To ensure full Board review, discussion and acceptance of the revisions to the OPPD Board of Directors Standing Committee Charters and non-substantive updates to the Board Policies.

FACTS


- a. The OPPD Board of Directors has adopted charters for each of its standing committees that convey how each committee is structured and operates, its duties and responsibilities and its expectations for annual review and evaluation.
- b. The Customer and Public Engagement, Finance, Governance, Risk, and System Management and Nuclear Oversight standing committees have completed the annual review of their charters.
- c. The Finance, Governance, Risk and System Management and Nuclear Oversight Standing Committees recommend for Board approval the changes outlined in the charters attached as Exhibits A through D, and the updates to the District's Board Policies to reflect the proposed committee charters changes, attached as Exhibit E.

ACTION

The Governance Committee recommends Board approval of the standing committee charter revisions and updates to the Board Policies, as shown in the attached Exhibits A through E.

RECOMMENDED:

APPROVED FOR BOARD CONSIDERATION:

Signed by:

B626AD4392E3483

Signed by:

AC399FDCE56247E...

Scott M. Focht
 Vice President – Corporate Strategy and Governance

L. Javier Fernandez
 President and Chief Executive Officer

- Attachments:
- Exhibit A – Finance Committee Charter – Clean and Redline
 - Exhibit B – Governance Committee Charter – Clean and Redline
 - Exhibit C – Risk Committee Charter – Clean and Redline
 - Exhibit D – SMNO Committee Charter – Clean and Redline
 - Exhibit E – OPPD Board Policies Proposed Updates – Clean and Redline Resolution

**Omaha Public Power District
Finance Committee Charter
As of April 16, 2026**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Finance 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 of the Board, including the Treasurer of the Board of Directors, who will be the Committee Chair. 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 Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair 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 at a designated date and time, prior to the regularly scheduled 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 their designee, shall report to the full Board on Committee matters at the regularly scheduled 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 All Committee meetings.

9. An assistant secretary of the Company or their designee 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 in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

Duties and Responsibilities

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
 - GP-13 - External Auditor Relationship
 - SD-2 - Rates
 - SD-3 - Access to Credit Markets
 - SD-14 - Retirement Plan Funding (*with quarterly updates*)
 - BL-13 - Delegation to the President and Chief Executive Officer – Grants
 - BL-15 - Delegation to the President and Chief Executive Officer – Funding and Investments
2. The Committee shall assist the Customer and Public Engagement Committee and System Management and Nuclear Oversight Committee with the annual review of Board Policy SD-9: Integrated System Planning.
3. The Committee shall review and recommend proposed rate structure adjustments to the Board and ensure that there is appropriate consideration of public input.
4. The Committee is responsible for the review and oversight of the governance, performance, and funding of the Retirement Plan and Other Post Employment Benefit (OPEB) Plans.
5. The Committee shall assist the Board and collaborate with management in procuring and evaluating services provided for Rate Consulting and the Consultant who reviews the high level inputs used for the Corporate Operating Plan, relevant to the duties of the Finance Committee.

6. The Committee shall assist the Board in reviewing the Corporate Operating Plan and the financial results of the Company.
7. The Committee will review the Risk Committee reports, including Internal and External Auditor Reports, relevant to the duties of the Finance Committee.
8. The Committee shall monitor the District's performance in the Southwest Power Pool Integrated Market.
9. 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.

**Omaha Public Power District
Finance Committee Charter
As of ~~April 16, 2026~~ October 17, 2024**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Finance 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 of the Board, including the Treasurer of the Board of Directors, who will be the Committee Chair. 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 Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair 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 at a designated date and time, prior to the regularly scheduled 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 their designee, shall report to the full Board on Committee matters at the regularly scheduled 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 All Committee meetings.

9. An assistant secretary of the Company or their designee 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 in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

Duties and Responsibilities

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
 - GP-13 - External Auditor Relationship
 - SD-2 - Rates
 - SD-3 - Access to Credit Markets
 - SD-14 - Retirement Plan Funding (*with quarterly updates*)
 - BL-13 - Delegation to the President and Chief Executive Officer – Grants
 - BL-15 - Delegation to the President and Chief Executive Officer – Funding and Investments
2. The Committee shall assist the Customer and Public Engagement Committee and System Management and Nuclear Oversight Committee with the annual review of Board Policy SD-9: Integrated System Planning.
3. The Committee shall review and recommend proposed rate structure adjustments to the Board and ensure that there is appropriate consideration of public input.
4. The Committee is responsible for the review and oversight of the governance, performance, and funding of the Retirement Plan and Other Post Employment Benefit (OPEB) Plans.
5. The Committee shall assist the Board and collaborate with management in procuring and evaluating services provided for Rate Consulting and the Consulting Consultant who reviews the high level inputs used for the Corporate Operating Plan ~~Engineering services~~, relevant to the duties of the Finance Committee.

6. The Committee shall assist the Board in reviewing the Corporate Operating Plan and the financial results of the Company.
7. The Committee will review the Risk Committee reports, including Internal and External Auditor Reports, relevant to the duties of the Finance Committee.
8. The Committee shall ~~review~~monitor the District's performance in the Southwest Power Pool Integrated Market.
9. 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.

**Omaha Public Power District
Governance Committee Charter
As of April 16, 2026**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Governance 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 four members: (i) the current Board Chair, (ii) the preceding Board Chair, (iii) the current Vice Chair, and (iv) the Chair of the Finance Committee. 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. 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.
4. The Committee shall meet at a designated date and time, prior to the regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
5. 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.
6. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
7. 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.
8. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.

9. 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.
10. 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 Company records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

Duties and Responsibilities

1. The Committee shall review composition and organization of the Board, including standing committee assignments, in accordance with the Bylaws and Board Governance Policies.
2. The Committee shall review and recommend any proposed amendments to the Company's Petition for Creation and Bylaws for appropriate action by the Board.
3. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

- SD-1 - Strategic Foundation
- SD-8 - Employee Relations
- SD-10 - Ethics
- BL-1 - Board-President and Chief Executive Officer Relationship
- BL-1A - Board-OPPD Officer Relationship
- BL-4 - Board-Corporate Secretary Relationship
- BL-5 - Unity of Control
- BL-6 - President and Chief Executive Officer's Performance Evaluation
- BL-7 - Delegation to the President and Chief Executive Officer
- GP-1 - Purpose of the Board
- GP-2 - Governance Focus
- GP-3 - Board Job Description
- GP-4 - Agenda Planning
- GP-5 - Election of Board Officers
- GP-6 - Role of the Board Officers
- GP-7 - Guidelines for Board Member Behavior
- GP-8 - Board Committee Principles
- GP-9 - Board Committee Chairs
- GP-10 - Board Training, Orientation
- GP-11 - Board Review of Internal Records
- GP-12 - Board Compensation and Benefits

4. The Committee shall assist the Board in reviewing the Company's Strategic Plan, ensuring alignment with the goals of the Strategic Directives set forth in the Board Policies.
5. The Committee shall be responsible for reviewing executive management development and succession planning and making recommendations to the Board regarding such plan.
6. The Committee shall review the Company's compensation policies and benefit programs and how they relate to the attainment of goals. The Committee shall recommend to the Board the compensation philosophy and guidelines for corporate officers.
7. The Committee shall be responsible for reviewing the evaluation of corporate officer performance, as provided by the CEO, and any compensation recommended by the CEO based on the performance evaluation.
8. The Committee shall review and make recommendations to the Board concerning any contracts or other transactions with current or former executive officers of the Company, including consulting agreements, employment contracts and severance or termination agreements.
9. The Committee shall review management's recommendations on health, retirement, and other related employee benefit programs, such as supplemental retirement savings plans, 457 and 401(k), provisions and participation levels.
10. The Committee shall review and recommend for approval by the Board any additional employee benefit plans and any amendments to employee benefit plans, including those currently in effect and those that may be added in the future, except:
 - a. amendments that do not alter the purpose of the plan;
 - b. amendments that are required by applicable tax law;
 - c. amendments that do not change the participants eligible to participate in the plan nor the intended benefits of the plan;
 - d. amendments to correct obvious errors such as typographical or grammatical errors;
 - e. amendments required by changes in legal requirements applicable to the plan; and
 - f. amendments necessary to clarify the meaning of one or more provisions of the plan.
11. The Committee shall have oversight responsibility regarding conflicts of interest. The Committee shall have authority to consider requests for waivers for the Chief

Executive Officer (“CEO”) of the Company’s Employee Code of Ethics and Business Conduct.

12. The Committee shall review labor management issues and collective bargaining contract issues prior to any contract renewals.
13. The Committee shall review the nature and adequacy of information supplied to directors regarding Company activities, industry trends, and public policy developments.
14. 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.

**Omaha Public Power District
Governance Committee Charter
As of ~~January 16, 2025~~ April 16, 2026**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Governance 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 four members: (i) the current Board Chair, (ii) the preceding Board Chair, (iii) the current Vice Chair, and (iv) the Chair of the Finance Committee. 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. 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.
4. The Committee shall meet at a designated date and time, prior to the regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
5. 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.
6. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
7. 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.
8. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.

9. 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.
10. 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 Company records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

Duties and Responsibilities

1. The Committee shall review composition and organization of the Board, including standing committee assignments, in accordance with the Bylaws and Board Governance Policies.
2. The Committee shall review and recommend any proposed amendments to the Company's Petition for Creation and Bylaws for appropriate action by the Board.
3. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

- SD-1 - Strategic Foundation
- SD-8 - Employee Relations
- SD-10 - Ethics
- BL-1 - Board-President and Chief Executive Officer Relationship
- BL-1A - Board-OPPD Officer Relationship
- BL-4 - Board-Corporate Secretary Relationship
- BL-5 - Unity of Control
- BL-6 - President and Chief Executive Officer's Performance Evaluation
- BL-7 - Delegation to the President and Chief Executive Officer
- GP-1 - Purpose of the Board
- GP-2 - Governance Focus
- GP-3 - Board Job Description
- GP-4 - Agenda Planning
- GP-5 - Election of Board Officers
- GP-6 - Role of the Board Officers
- GP-7 - Guidelines for Board Member Behavior
- GP-8 - Board Committee Principles
- GP-9 - Board Committee Chairs
- GP-10 - Board Training, Orientation
- GP-11 - Board Review of Internal Records
- GP-12 - Board Compensation and Benefits

4. The Committee shall assist the Board in reviewing the Company's Strategic Plan, ensuring alignment with the goals of the Strategic Directives set forth in the Board Policies.
5. The Committee shall be responsible for reviewing executive management development and succession planning and making recommendations to the Board regarding such plan.
6. The Committee shall review the Company's compensation policies and benefit programs and how they relate to the attainment of goals. The Committee shall recommend to the Board the compensation philosophy and guidelines for corporate officers.
7. The Committee shall be responsible for reviewing the evaluation of corporate officer performance, as provided by the CEO, and any compensation recommended by the CEO based on the performance evaluation.
8. The Committee shall review and make recommendations to the Board concerning any contracts or other transactions with current or former executive officers of the Company, including consulting agreements, employment contracts and severance or termination agreements.
9. The Committee shall review management's recommendations on health, retirement, and other related employee benefit programs, such as supplemental retirement savings plans, 457 and 401(k), provisions and participation levels.
10. The Committee shall review and recommend for approval by the Board any additional employee benefit plans and any amendments to employee benefit plans, including those currently in effect and those that may be added in the future, except:
 - a. amendments that do not alter the purpose of the plan;
 - b. amendments that are required by applicable tax law;
 - c. amendments that do not change the participants eligible to participate in the plan nor the intended benefits of the plan;
 - d. amendments to correct obvious errors such as typographical or grammatical errors;
 - e. amendments required by changes in legal requirements applicable to the plan; and
 - f. amendments necessary to clarify the meaning of one or more provisions of the plan.
11. The Committee shall have oversight responsibility regarding conflicts of interest. The Committee shall have authority to consider requests for waivers for the Chief

Executive Officer (“CEO”) of the Company’s Employee Code of Ethics and Business Conduct.

12. The Committee shall review labor management issues and collective bargaining contract issues prior to any contract renewals.
13. The Committee shall review the nature and adequacy of information supplied to directors regarding Company activities, industry trends, and public policy developments.
14. 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.

**Omaha Public Power District
Risk Committee Charter
As of April 16, 2026**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Risk 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 the committee chairs of Governance, Finance, Customer & Public Engagement and System Management & Nuclear Oversight committees of the Board. The member may designate someone from the committee they chair to attend meetings in their place. 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 Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair 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 quarterly and more often if it deems additional meetings are appropriate.
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 their designee, shall report to the full Board on Committee matters at the regularly scheduled 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. An assistant secretary of the Company or their designee 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 Committee 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 is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

GP-14	Board Expense Reimbursement
BL-2	Outside General Counsel Relationship
BL-3	Board – Corporate Audit Relationship
BL-11	Settlement of Claims and Litigation
SD-6:	Safety
SD-12	Security and Information Management
SD-15	Enterprise Risk Management

2. Financial Reporting and Disclosure
 - Review the integrity and accuracy of OPPD's financial statements and disclosures, ensuring transparency and accountability to ratepayers, bondholders, and regulatory bodies.
 - Oversee significant accounting practices, policies, and estimates, especially those specific to the public power sector, such as rate stabilization funds, capital improvements, and depreciation of utility assets.
 - Review with management and auditors the annual reports before submission to the Board, ensuring compliance with public sector reporting standards.
3. External Audit
 - Oversee the selection, appointment, and performance of external auditors, ensuring they have expertise in public utilities and municipal auditing practices.
 - Review the findings of external audits, including OPPD's compliance with Generally Accepted Government Auditing Standards (GAGAS) and other applicable public utility standards.
 - Ensure external auditors remain independent, objective, and qualified to assess OPPD's financial and operational risks.
 - Discuss audit scope, results, and any material weaknesses or significant findings with the external auditor. These discussions shall include consideration of the quality of the District's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate.

- Provide the auditors full access to the Committee to report on all appropriate matters
4. Internal Audit
 - Ensure the internal audit function remains independent, objective, and qualified to assess OPPD's financial and operational risks by reviewing the internal audit charter, audit plan and resources, authority and access to information.
 - Regularly review the findings from internal audit reports and monitor the implementation of correction actions to ensure timely resolution of significant issues.
 - Ensure internal audit contributes to maintaining the integrity and reliability of OPPD's financial reporting, compliance and control processes.
 5. Internal Controls
 - Review and assess the effectiveness of internal controls, particularly those related to revenue collection, rate setting, procurement, and energy trading.
 - Ensure OPPD has appropriate controls in place for managing and maintaining infrastructure investments, including capital projects and long-term maintenance of critical assets like transmission lines and substations.
 - Monitor significant deficiencies in internal controls, fraud risk, or control failures, and ensure appropriate corrective actions are taken.
 - Discuss with Management, the internal auditors and the independent external auditors the quality and adequacy of the District's internal controls.
 6. Risk Management
 - Oversee OPPD's risk management framework, ensuring it promotes the prudent identification and mitigation of key risks specific to the public power sector, such as regulatory risks, operational outages, environmental compliance, and cybersecurity threats to grid infrastructure.
 - Review OPPD's processes for managing financial risks, including rate stabilization, fuel price volatility, energy procurement contracts, and insurance coverage for assets.
 - Ensure disaster recovery and business continuity plans are in place to address potential service disruptions due to natural disasters, cyber-attacks, or other emergencies.
 - Review OPPD's compliance programs to ensure compliance with federal, state, and local regulations, such as greenhouse gas emissions, renewable energy targets, and worker safety regulations.
 7. Compliance and Ethics
 - Ensure OPPD adheres to laws, regulations, and policies governing public power utilities, including open meeting laws, public bidding procedures, and environmental regulations.
 - Review significant reports of non-compliance, misconduct, or ethical violations, and recommend corrective actions.
 - Promote a culture of transparency, accountability, and ethical behavior across all levels of the organization, emphasizing OPPD's mission of serving the public.
 8. Regulatory and Legislative Oversight

- Monitor changes in laws and regulations impacting public utilities, including federal and state energy policies, renewable energy standards, and municipal bond market regulations.
 - Ensure the utility has strategies in place to comply with evolving regulatory requirements, including reporting to the public and bondholders, and implementing programs such as energy efficiency, conservation, and demand-side management.
9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

EVALUATION OF THE COMMITTEE

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming 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.

**Omaha Public Power District
Risk Committee Charter**
As of ~~October 17, 2024~~ April 16, 2026

The Board of Directors of the Omaha Public Power District (the "Company") has adopted this charter for its Risk 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 the committee chairs of Governance, Finance, Customer & Public Engagement and System Management & Nuclear Oversight committees of the Board. The member may designate someone from the committee they chair to attend meetings in their place. 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 Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair 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 quarterly and more often if it deems additional meetings are appropriate.
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 their designee, shall report to the full Board on Committee matters at the regularly scheduled 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. An assistant secretary of the Company or their designee 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 Committee 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 is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

GP-13	External Auditor Relationship
GP-14	Board Expense Reimbursement
BL-2	Outside General Counsel Relationship
BL-3	Board – Corporate Audit Relationship
BL-11	Settlement of Claims and Litigation
SD-6	Safety
SD-10	Ethics
SD-12	Security and Information Management
SD-15	Enterprise Risk Management

2. Financial Reporting and Disclosure
 - Review the integrity and accuracy of OPPD's financial statements and disclosures, ensuring transparency and accountability to ratepayers, bondholders, and regulatory bodies.
 - Oversee significant accounting practices, policies, and estimates, especially those specific to the public power sector, such as rate stabilization funds, capital improvements, and depreciation of utility assets.
 - Review with management and auditors the annual reports before submission to the Board, ensuring compliance with public sector reporting standards.
3. External Audit
 - Oversee the selection, appointment, and performance of external auditors, ensuring they have expertise in public utilities and municipal auditing practices.
 - Review the findings of external audits, including OPPD's compliance with Generally Accepted Government Auditing Standards (GAGAS) and other applicable public utility standards.
 - Ensure external auditors remain independent, objective, and qualified to assess OPPD's financial and operational risks.
 - Discuss audit scope, results, and any material weaknesses or significant findings with the external auditor. These discussions shall include consideration of the quality of the District's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate.

- Provide the auditors full access to the Committee to report on all appropriate matters
4. Internal Audit
 - Ensure the internal audit function remains independent, objective, and qualified to assess OPPD's financial and operational risks by reviewing the internal audit charter, audit plan and resources, authority and access to information.
 - Regularly review the findings from internal audit reports and monitor the implementation of correction actions to ensure timely resolution of significant issues.
 - Ensure internal audit contributes to maintaining the integrity and reliability of OPPD's financial reporting, compliance and control processes.
 5. Internal Controls
 - Review and assess the effectiveness of internal controls, particularly those related to revenue collection, rate setting, procurement, and energy trading.
 - Ensure OPPD has appropriate controls in place for managing and maintaining infrastructure investments, including capital projects and long-term maintenance of critical assets like transmission lines and substations.
 - Monitor significant deficiencies in internal controls, fraud risk, or control failures, and ensure appropriate corrective actions are taken.
 - Discuss with Management, the internal auditors and the independent external auditors the quality and adequacy of the District's internal controls.
 6. Risk Management
 - Oversee OPPD's risk management framework, ensuring it promotes the prudent identification and mitigation of key risks specific to the public power sector, such as regulatory risks, operational outages, environmental compliance, and cybersecurity threats to grid infrastructure.
 - Review OPPD's processes for managing financial risks, including rate stabilization, fuel price volatility, energy procurement contracts, and insurance coverage for assets.
 - Ensure disaster recovery and business continuity plans are in place to address potential service disruptions due to natural disasters, cyber-attacks, or other emergencies.
 - Review OPPD's compliance programs to ensure compliance with federal, state, and local regulations, such as greenhouse gas emissions, renewable energy targets, and worker safety regulations.
 7. Compliance and Ethics
 - Ensure OPPD adheres to laws, regulations, and policies governing public power utilities, including open meeting laws, public bidding procedures, and environmental regulations.
 - Review significant reports of non-compliance, misconduct, or ethical violations, and recommend corrective actions.
 - Promote a culture of transparency, accountability, and ethical behavior across all levels of the organization, emphasizing OPPD's mission of serving the public.
 8. Regulatory and Legislative Oversight

- Monitor changes in laws and regulations impacting public utilities, including federal and state energy policies, renewable energy standards, and municipal bond market regulations.
 - Ensure the utility has strategies in place to comply with evolving regulatory requirements, including reporting to the public and bondholders, and implementing programs such as energy efficiency, conservation, and demand-side management.
9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

EVALUATION OF THE COMMITTEE

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming 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.

**Omaha Public Power District
System Management and Nuclear Oversight Committee Charter
As of April 16, 2026**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its System Management and Nuclear Oversight 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 Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair preferably 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 at a designated date and time, prior to the regularly scheduled 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 their designee, shall report to the full Board on Committee matters at the regularly scheduled 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. An assistant secretary of the Company or their designee 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 in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

Duties and Responsibilities

1. The Committee shall monitor the safe, reliable and cost-effective operation and construction of all generation, 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-7 - Environmental Stewardship
 - SD-9 - Integrated System 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
 - GP-15 - Nuclear Oversight
3. The Committee shall periodically visit the Company's generation, 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 relationship with regulators, public officials, consumers, and other stakeholders, as well as any compliance issues related to same.

Duties and Responsibilities – Nuclear Decommissioning Oversight

5. The Committee shall monitor spent fuel operations and decommissioning of Fort Calhoun Nuclear Station (FCS).
6. The Committee shall receive prompt notification of any significant incidents or events that occur regarding FCS.
7. The Committee shall review summary inspection/evaluation reports by internal and external nuclear oversight groups as follows:
 - Nuclear Regulatory Commission (NRC) reports identifying moderate safety or security (Severity Level 3) or higher violation(s)
 - Internal Audit reports identifying a Finding(s)

Follow up discussions with appropriate stakeholders should be conducted as needed to understand the identified issue(s) and corrective actions.

8. The Committee shall review the status of decommissioning funding, status of funding for managing irradiated fuel, and the financial assurance status report information as provided to the NRC by regulation.
9. 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.

Omaha Public Power District
System Management and Nuclear Oversight Committee Charter
As of ~~02/20/25~~ April 16, 2026

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its System Management and Nuclear Oversight 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 Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair preferably 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 at a designated date and time, prior to the regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
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Duties and Responsibilities

1. The Committee shall monitor the safe, reliable and cost-effective operation and construction of all generation, 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-6~~ - Safety
- SD-4 - Reliability
- SD-7 - Environmental Stewardship
- SD-9 - Integrated System 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
- GP-15 - Nuclear Oversight

3. The Committee shall periodically visit the Company's generation, 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 relationship with regulators, public

officials, consumers, and other stakeholders, as well as any compliance issues related to same.

Duties and Responsibilities – Nuclear Decommissioning Oversight

5. The Committee shall monitor spent fuel operations and decommissioning of Fort Calhoun Nuclear Station (FCS).
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 - Nuclear Regulatory Commission (NRC) reports identifying moderate safety or security (Severity Level 3) or higher violation(s)
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Follow up discussions with appropriate stakeholders should be conducted as needed to understand the identified issue(s) and corrective actions.

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Committee Evaluations

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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.

Exhibit E



Board Policies

(As of ~~October 16, 2025~~ April 16, 2026)

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	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name: GP-13: External Auditor Relationship	Monitoring Method:	FinanceRisk Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 October 17, 2024 <u>April 16, 2026</u>	Resolution No.:	6070 6663 <u>6xxx</u>

Nebraska State Statute Section 70-623 states that: “The board of directors, at the close of each year’s business, shall cause an audit of the books, records and financial affairs of the district to be made by a certified public accountant or firm of such accountants, who shall be selected by the district.”

Specifically:


- The Board of Directors is responsible for hiring the District’s external auditor. Selection of the external auditor should include input from staff, the Risk Committee and others as deemed necessary.
- The process to hire the external auditor includes obtaining a contract with the external auditor. The selection of the external auditor must be approved by the Board of Directors.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Strategic Direction
	Policy No. and Name: SD-6: Safety	Monitoring Method:	System Management and Nuclear Oversight Risk Committee Board Report
		Frequency:	Annually
	Date of Approval: July 16, 2015 November 17, 2016 January 11, 2018 August 21, 2025 April 16, 2026	Resolution No.:	6070 6147 6224 6722 6xxx

Through continuous improvement and monitoring, OPPD shall be recognized as a leader in employee safety and ensure the safety of the public in relation to OPPD operations.

The Board establishes a long-term goal that OPPD shall strive to achieve 80% or above on the OPPD Safety Index*.


*Defined in Glossary.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Strategic Direction
	Policy No. and Name: SD-10: Ethics	Monitoring Method:	Governance Risk Committee Board Report
		Frequency:	Annually
	Date of Approval:	October 15, 2015 October 13, 2016 <u>April 16, 2026</u>	Resolution No.:

It is essential that OPPD maintain the public trust and confidence in the integrity and ethical conduct of its Board of Directors and the OPPD employees. Therefore, to ensure the public interest is paramount in all official conduct, the Board shall adopt and update, as necessary, a Code of Ethics and Business Conduct (the "Code"). OPPD shall also maintain and enforce a code of conduct applicable to all employees.

Among other things the Code shall:

- Require high ethical standards in all aspects of official conduct;
- Establish clear guidelines for ethical standards and conduct by setting forth those acts that may be incompatible with the best interests of OPPD and the public;
- Require disclosure and reporting of potential conflicts of interests; and
- Provide a process for: (i) reporting suspected violations of the Code and policies; (ii) investigating suspected violations of the Code and policies; and (iii) providing an annual report to the Board.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Board Staff–Linkage
	Policy No. and Name: BL-1: Board – President and Chief Executive Officer Relationship	Monitoring Method:	Governance Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 April 21, 2022 April 18, 2024 <u>April 16, 2026</u>	Resolution No.:	6070 6494 6639 <u>6xxx</u>


The corporate powers of OPPD shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon OPPD’s customer-owners the benefits of a successful and profitable operation and conduct of its business. The Board of Directors operates under the provisions of the Nebraska Revised Statutes Chapter 70, Article 6, also known as the “Enabling Act.”

- The Board of Directors shall:
 - In coordination with the President and Chief Executive Officer (CEO), identify and define the vision and mission of OPPD, and establish the strategic directives OPPD is to achieve, communicating them in the form of policy.
 - Monitor and measure OPPD’s impacts as a result of the strategic direction policies.
 - Make certain decisions as designated by the Enabling Act or other statutes.
 - Appoint, evaluate and, when necessary, discharge the CEO.

- The CEO shall:
 - Lead, in coordination with the Board, the development and implementation of OPPD’s vision, mission, and strategy.
 - Manage all operations and business affairs of OPPD, with a primary focus on leadership of the OPPD executive leadership team to implement OPPD strategic direction policies.
 - Communicate regularly and effectively with the Board on the business of OPPD.
 - Manage the implementation of systems and policies that enable OPPD to conduct its activities both lawfully and ethically.
 - Prepare and submit the Corporate Operating Plan to the Board for review and approval each year, and ensure all OPPD expenditures are within the authorized annual Corporate Operating Plan.
 - Make recommendations to the Board regarding the appointment of Vice Presidents.
 - Manage the appropriate organization and staffing of OPPD, and exercise the authority to hire

and terminate staff and employees as necessary to enable OPPD to achieve all business objectives.

- Attend meetings of the Board and report on the general affairs of OPPD.
- Ensure sufficient information is provided to the Board in order to make appropriate judgments or take any necessary actions.
- In coordination with the executive leadership team and ~~outside~~ general counsel, assess the principal risks of OPPD and take appropriate and necessary actions to monitor and manage these risks, and, when necessary, report risks to the Board.
- Communicate effectively with customer-owners, employees, government authorities, other stakeholders, and the public in general. The CEO shall assure, in cooperation and consultation with the Board, that OPPD is appropriately represented in the community.
- Perform other duties as may be delegated by the Board either by resolution or through the CEO's contract of employment.

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Board Staff–Linkage
	Policy No. and Name: BL-1A: Board – OPPD Officer Relationship	Monitoring Method:	Governance Committee Board Report
		Frequency:	Annually
	Date of Approval:	January 12, 2017 <u>April 16, 2026</u>	Resolution No.:

OPPDP Officers (Officers) serve as high-level management officials and have day-to-day responsibility of handling the affairs and transacting the business of the District as specified in their specific job descriptions. Officers have the authority to act on behalf of OPPD. Officer appointments include, but are not limited to, President and Chief Executive Officer (CEO) and Vice Presidents (VPs). The VPs will act as Assistant Secretaries of the District and the Chief Financial Officer will act as Assistant Secretary and Assistant Treasurer of the District.

Upon recommendation of the CEO, the Board is responsible for the appointment, as well as compensation and benefit approval of the Officers. The CEO may recommend to the Board revocation of officer appointments. Such VPs serving as Officers shall carry out such duties as may be delegated to them by the President.

Officers are considered agents of the District, and shall exercise specific fiduciary responsibilities:

- **Duty of Loyalty:** Act in the best interest of the District.
 - The officer should not have any conflicts of interest in a transaction with the District, exploit an opportunity for themselves instead of for the District, compete with the District, or use District assets for themselves.
- **Duty of Care:** Act prudently in light of all reasonably available information.
 - The officer should obtain and consider all relevant information, take time to consider District actions, consider the advice of experts, ask questions and test assumptions, understand the terms of transactions and make deliberate decisions after candid discussions.
- **Duty of Disclosure:** Disclose all information within the District that is material to the action being considered.
 - The officer should fully and fairly disclose all material information to the Board of Directors and other officers regarding decisions being considered.
- **Duty of Good Faith:** Act with honesty and fairness.
 - The officer should ensure actions are taken for the proper purpose in similar circumstances.
- **Duty of Obedience:** Act within the law and District policies.

- The officer must ensure their actions comply with the laws applicable to the District and in accordance with District policies.

If a question should arise about a possible breach of an Officer's fiduciary responsibilities, ~~Outside~~ General Counsel shall be consulted regarding the situation. ~~Outside~~ General Counsel shall inform the Board of any breaches and provide his/her advice or opinion regarding resolution of the situation.



Spurgeon/Focht

RESOLUTION NO. 6xxx

WHEREAS, on February 1, 2009 the District's Board of Directors adopted Charters for the Board's standing committees, and

WHEREAS, under the Charters, each Committee conducts an annual evaluation, which includes review of the Charters and recommendations for any revisions, and

WHEREAS, the Board's Governance Committee (the "Committee") has reviewed the proposed charter revisions and concurs with the recommended oversight realignments and related non-substantive Board policy updates, as shown in the attached Exhibit A – Exhibit E, and recommends Board approval of the revisions.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the revisions to the District's Standing Committee Charters and updates to the District's Board Policies as set forth on Exhibit A through Exhibit E attached hereto, be and hereby are approved, and effective as of April 16, 2026.



Agenda

OPPD BOARD OF DIRECTORS REGULAR BOARD MEETING Thursday, April 16 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 December 2025, January 2026 and February 2026 Financial Reports, March 2026 Meeting Minutes, and April 16, 2026 Agenda
7. Standing Committee Annual Charter Review Revisions and Non-Substantive Board Policy Updates – Resolution No. 6xxx
8. RFP 6235 - Resources for Underground Residential and Commercial Developments – Resolution No. 6xxx
9. SD-5: Customer Satisfaction Monitoring Report – Resolution No.6xxx
10. SD-14 Retirement Plan Funding Monitoring Report – Resolution No. 6xxx
11. SD-4: Reliability Monitoring Report – Resolution No. 6xxx
12. 2026 Debt Issuance Authorization – Resolution No. 6xxx
13. Vice President, Human Capital - Appointment and Compensation Approval – Resolution No. 6xxx

Board Discussion Action Items

TBD

Other Items

14. President's Report
15. Opportunity for comment on other items of District business
16. 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.