



OPPD BOARD OF DIRECTORS BOARD GOVERNANCE WORKSHOP MEETING MINUTES

August 27, 2026

The Board of Directors of the Omaha Public Power District ("OPPD" or "District") governance workshop was held in person with public accessibility both in person and via WebEx audio and video conference on Thursday, August 27, 2026. The meeting opened at 8:30 a.m.

Present in person at the workshop were Directors A. E. Bogner, M. R. Core, S. E. Howard, J. L. Hudson, C. C. Moody, M. G. Spurgeon and E. H. Williams. M. J. Cavanaugh was absent. Also present in person were L. J. Fernandez, President and Chief Executive Officer, P. M. Fischer, Vice President and General Counsel for the District, E. H. Lane, Sr. Board Operations Specialist, and other members of the OPPD Board workshop logistics support staff. Chair M. R. Core presided, and E. H. Lane recorded the minutes. Other members of the executive leadership team present in person included: K. W. Brown, S. M. Focht, C. V. Fleener, G. M. Langel, B. R. Underwood and J. W. Wheeler. Eric Douglas and Bill Slaton of Leading Resources, Inc. (LRI) facilitated the workshop discussion.

I. Introduction

Chair Core gave a brief opening statement, including an announcement regarding public notice of meeting, which was publicized by notifying the area news media¹; by publicizing same in the Omaha World Herald², OPPD Outlets newsletter, oppd.com and social media; by displaying such notice on the Arcade Level of Energy Plaza; and by emailing such notice to each of the District's Directors on August 24, 2026. He also provided reminders for using the WebEx audio and video conferencing platform.

Chair Core, CEO Fernandez and Governance Chair Spurgeon provided welcome comments, and LRI consultant Eric Douglas asked Board members to consider the Board's operating principles and to utilize them as ground rules for the workshop.

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

² Public notice of meeting was published in the print version of the *Omaha World Herald* newspaper on August 20, 2026, and in the online version from August 20 through August 27, 2026. The public notice was also posted on nepublicnotices.com on August 20.

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J. Clark, Manager, Protective Services, provided physical and psychological safety reminders.

II. Accomplishments

Participants reflected on the accomplishments of OPPD over the past year.

The following agenda items were conducted in a closed session:

III. Share Findings From LRI Interviews and Board Surveys

IV. Strengthening Collaboration and Trust

V. Strengthening Collaboration and Trust (continued)

Chair Core noted the Board would conduct a closed session to discuss two topics: (i) Share Findings From LRI Interviews and Board Surveys; and (ii) Strengthening Collaboration and Trust.

At 9:24 a.m., Director Spurgeon moved the Board go into Closed Session. Director Spurgeon stated as follows:

"I move that the Board go into closed session at this time 9:24 a.m. to discuss two topics: (i) Share Findings From LRI Interviews and Board Surveys; and (ii) Strengthening Collaboration and Trust.

*With respect to the **Share Findings From LRI Interviews and Board Surveys and Strengthening Collaboration and Trust** a closed session is necessary for the protection of the public interest because the discussion involves matters of Board governance and communications that are confidential and may involve legal guidance protected by the attorney-client privilege or discussion of critical utility infrastructure information that could pose a risk to District operations if made public.*

The motion was seconded by Director Moody.

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

Chair Core read the following:

"The motion to go into closed session has passed. This closed session will be limited to two topics: Share Findings From LRI Interviews and Board Surveys; and Strengthening Collaboration and Trust. No votes or other board action will be taken."

After confirming the Board members, ELT members, J. J. Iwanski and E. H. Lane were present, the WebEx Event was locked to prevent additional attendees from joining. The Board then conducted its closed session discussion of Share Findings From LRI Interviews and Board Survey; and Strengthening Collaboration and Trust.

At 2:45 p.m., the WebEx Event was unlocked to allow OPPD staff and the public to join.

The Board took a break at 2:45 p.m.

At 2:53 p.m., a motion was made and seconded to reconvene the meeting in open session.

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

Chair Core stated:

The motion to come out of closed session at 2:53 p.m is carried. This closed session was limited to discussion regarding two topics: (i) Share Findings From LRI Interviews; and (ii) Board Survey; and Strengthening Collaboration and Trust. No votes or other board actions were taken."

VI. Workshop Discussion Summary and 2026-2027 Board Work Plan

Eric Douglas (LRI) provided a summary of the closed session discussion.

S. M. Focht, Vice President, Corporate Strategy and Governance, reviewed the high level themes for the 2027 Board work plan based on the workshop survey findings and interviews:

- A shared process for major decisions
- Board governance norms (GP-2: Governance Focus, GP-7: Board Member Behavior)
- CEO support and evaluation clarity
- Meeting and committee architecture
- Board-ELT relationship and trust
- Governance training, onboarding, and the 2027 transition
- Time-sensitive policy refreshers and quick wins

VII. Conclusion and Closing Remarks

Board members and management offered final reflections. Messrs. Douglas and Slaton will work with Mr. Focht and staff to develop a synopsis of the workshop for the Board's review.

Closing remarks were made by Board Chair Core, CEO Fernandez and Governance Chair Spurgeon.

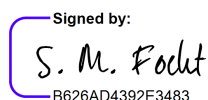
All Board members and management participated in all aspects of the workshop discussion and any action items arising from these discussions will be added to the Board work plan.

VIII. Public Comment – Opportunity for comments on items of District business

Chair Core asked for comments from members of the public in the room. There were no comments.

Chair Core asked for comments from members of the public on WebEx. There were no comments.

The workshop adjourned at 3:38 p.m.

Signed by:

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

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E. H. Lane
Sr. Board Operations Specialist