Omaha Public Power District
BOARD OF DIRECTORS

Spurgeon/Wheeler

RESOLUTION NO. 6795

Appointment of Interim President and Chief Executive Officer

WHEREAS, Board Policy GP-3: Board Job Description provides that the Board of Directors is responsible for the hiring and appointment, as well as compensation and benefit approval, of the President and Chief Executive Officer (CEO); and

WHEREAS, CEO L. Javier Fernandez has announced that he will step down from his position effective December 31, 2026; and

WHEREAS, the Governance Committee has recommended Troy R. Via, currently serving as Chief Operating Officer and Vice President Utility Operations, to serve as Interim President and CEO, based on his experience, operational knowledge and familiarity with the District; and

WHEREAS, the Board desires to ensure leadership continuity and the effective management and operation of the District while the Board conducts a separate search and selection process for the permanent President and CEO.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that Troy R. Via is hereby appointed Interim President and Chief Executive Officer of the District, effective December 27, 2026, with the compensation set forth on the attached Exhibit A; and

BE IT FURTHER RESOLVED that the Interim President and CEO shall have the full authority and responsibilities of the President and CEO as outlined in OPPD's bylaws, policies and position description, subject to the oversight of the Board of Directors; and

BE IT FURTHER RESOLVED that the interim appointment shall remain in effect until further action by the Board of Directors; and

BE IT FURTHER RESOLVED that this interim appointment does not confer any entitlement, guarantee or expectation of appointment to the permanent President and CEO position, and the Board retains its authority and responsibility to conduct a separate search and selection process and appoint the permanent President and CEO; and

BE IT FURTHER RESOLVED that, in the event Mr. Via is not selected as the permanent President and CEO and his interim appointment concludes, he may return to his former position as Chief Operating Officer, in accordance with the applicable terms set forth in Exhibit A; and

BE IT FURTHER RESOLVED that District Management is hereby authorized and directed to take all actions necessary to implement this resolution, consistent with the Board's action and applicable law.

EXHIBIT A to RESOLUTION NO. 6795

OMAHA PUBLIC POWER DISTRICT
COMPENSATION FOR INTERIM PRESIDENT AND CEO

APPROVAL DATE: November 19, 2026

Officer	Total Annualized Compensation	% of CEO Midpoint	Effective Date
Troy R. Via Interim President and CEO	$797,734	80%	December 27, 2026

Terms of Interim Assignment

1. **Interim Compensation.** During his service as Interim President and Chief Executive Officer, Mr. Via shall receive annualized compensation equal to eighty percent (80%) of the midpoint of the salary range established for the President and Chief Executive Officer position, in the annualized amount of $797,734. Such compensation shall be paid through the District's regular payroll practices and prorated for any partial pay period. This compensation is temporary and applies solely to the interim assignment. It shall not constitute a permanent adjustment to Mr. Via's base salary and shall cease upon conclusion of the interim appointment.
2. **Benefits.** During the interim appointment, Mr. Via shall remain eligible for employee benefits in accordance with District policies and the terms of applicable benefit plans.
3. **Existing Employment Arrangements.** Except as expressly modified by the Board in connection with this interim appointment, Mr. Via's existing employment relationship with the District remains in effect.
4. **Conclusion of Interim Appointment.** If Mr. Via is not selected as permanent President and Chief Executive Officer and his interim appointment concludes, he may return to his former position as Chief Operating Officer. Upon return, his compensation and benefits shall be governed by his existing employment arrangements and applicable District policies.
5. **No Entitlement to Permanent Appointment.** The interim appointment and any opportunity to return to the Chief Operating Officer position do not create any entitlement, guarantee or expectation of appointment to the permanent President and Chief Executive Officer position.

Omaha Public Power District
BOARD OF DIRECTORS

Board Action

November 17, 2026

ITEM

Appointment of Interim President and Chief Executive Officer

PURPOSE

Approval of the appointment and compensation of Troy R. Via as Interim President and Chief Executive Officer, effective December 27, 2026.

FACTS

a. L. Javier Fernandez, President and Chief Executive Officer (CEO), has announced that he will step down from his position effective December 31, 2026.
b. In accordance with Board Policy GP-3: Board Job Description, the Board is responsible for the hiring and appointment, as well as compensation and benefit approval, of the CEO.
c. The Governance Committee recommends the appointment of Troy R. Via, currently Chief Operating Officer and Vice President Utility Operations, as Interim President and CEO, and presented its recommendation at the November 17, 2026 all-committee meeting.
d. Mr. Via joined OPPD in September 2013 as Director Energy Marketing and Trading, was appointed Vice President Energy Delivery in 2018, and in 2021 became Chief Operating Officer and Vice President Utility Operations, leading energy delivery and generation operations. Before joining OPPD, he held roles in power trading at Dominion Resources and Aquila Energy. Mr. Via holds a bachelor's degree from the University of Central Missouri with a focus in finance.
e. The interim appointment is intended to provide leadership continuity and stability while the Board conducts a separate search and selection process for the permanent President and CEO.
f. The Governance Committee recommends that Mr. Via's annualized interim compensation be established at 80% of the midpoint of the salary range for the President and Chief Executive Officer position, in recognition of the additional responsibilities associated with the interim assignment, as set forth in Exhibit A to the Resolution.

g. The Resolution and Exhibit A also provide that, if Mr. Via is not selected as the permanent President and CEO, he may return to his former position, in accordance with the applicable terms set forth on Exhibit A.

ACTION

Board approval of the appointment of Troy R. Via as Interim President and Chief Executive Officer, effective December 27, 2026, and of the compensation set forth on Exhibit A.

RECOMMENDED:	APPROVED FOR BOARD CONSIDERATION:
_____	_____
Mary Spurgeon	Matt Core
Chair – Governance Committee	Chair – Board of Directors

Attachments: Resolution
Exhibit A