



OPPD BOARD OF DIRECTORS
ALL COMMITTEE MEETING MINUTES

November 15, 2022

The regular committee meetings of the Board of Directors of the Omaha Public Power District (“OPPD” or “District”) were held via WebEx audio and video conference on Tuesday, November 15, 2022 at 10:00 a.m.

Present via WebEx conferencing were Directors A. E. Bogner, M. J. Cavanaugh, J. M. Mollhoff, C. C. Moody, M. G. Spurgeon, E. H. Williams and R. M. Yoder. Also present via WebEx were L. J. Fernandez (joined at 12:15 p.m.), President and Chief Executive Officer, and Messrs. S. M. Bruckner and T. F. Meyerson of the Fraser Stryker law firm, General Counsel for the District. Chair A. E. Bogner presided and C. A. Labs, Executive Assistant to President & CEO, recorded the minutes. Executive leadership team members present via WebEx included: J. M. Bishop, K. W. Brown, S. M. Focht, T. D. McAreavey, L. A. Olson, B. R. Underwood, and T. R. Via.

Committee Agenda Item 1: Board Chair Opening Statement

Chair Bogner 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 November 11, 2022.

Chair Bogner welcomed members of the public and gave an overview of the meeting agenda and reminders for using the Webex audio and video conferencing platform. She informed the public that per the Board’s Guidelines for Public Participation, the Board does not take public comment during the All Committees meeting. The Board will take public comments at the Board meeting

¹ News outlets that received OPPD Board meeting notification emails included: 1. KETV; 2. WOVT; 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 November 8, 2022, and in the online version from November 8 through November 14, 2022.

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on Thursday, November 17, 2022, which will be conducted in person at the Omaha Douglas Civic Center at 5:00 p.m. The public may attend in person or remotely via WebEx Events by going to oppd.com.

Chair Bogner noted all board members were present via WebEx, along with members of the OPPD executive leadership team and subject matter experts and approximately 18 attendees, consisting of OPPD employees and members of the public.

Committee Agenda Item 2: Safety Briefing

Vice President J. M. Bishop Financial Services & CFO provided physical and psychological safety reminders, including current safety focus reminders about: (i) preventing cuts and lacerations; (ii) fall and winter weather hazards; and (iii) stay fire safe.

Committee Agenda Item 3: Governance Committee

Governance Committee Chair Report

Director Moody reported the Governance Committee met on November 9, 2022 via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The Committee discussed: (i) safety briefing; (ii) corporate operating plan 2023; (iii) 2023 all committee meetings; (iv) board work plan (v) summary of Committee direction.

Committee Agenda Item 4: System Management & Nuclear Oversight Committee

System Management & Nuclear Oversight Committee Chair Report

Director Williams reported the System Committee did not meet in November.

Nebraska City Station Unit 2 SDA Bottom Cone Replacement & Recoat – Labor Contract Award

T. R. Via, Vice President – Utility Operations and Chief Operating Officer, presented the following facts to support Board approval to award a contract for labor and minor material services contract for the Nebraska City Station Unit 2 SDA lower Cone replacement, internal coating and maintenance platform installation.

- a. The SDAs are a required part of the emissions controls equipment. The existing SDA lower cones are at the end of their expected service life and require replacement. The remaining SDA middle cone and upper vessel walls require coating applications to protect from corrosion and degradation.
- b. New maintenance platforms will provide for improved material confinement and accessibility for personnel safety.
- c. The SDA work will be completed during the planned spring 2023 Unit 2 outage. Installation labor, coatings and minor materials are supplied under this contract. Other major material procurement (lower cones and platform materials) will be provided separate from this contract.
- d. Two bids were received and both were determined to be legally and technically responsive.

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Management recommended authorization by the Board of Directors to award a contract to Mandros Painting, Inc. for labor and material services to replace the Nebraska City Station Unit 2 SDA lower cones, internal coatings, and maintenance platform in the amount of \$3,740,520. The Board was scheduled to vote on this matter at the November 17, 2022 meeting.

Supporting Data

Datasheet

Letter of Recommendation

Tabulation of Bids

Legal Opinion

Resolution

Photograph

Installation/Removal of Customer Installed Ducted House Services

T. R. Via, Vice President – Utility Operations and Chief Operating Officer, provided the following facts to award a contract for construction services associated with the installation and removal of ducted house services.

- a. Contract provides additional construction labor to support significant customer load growth and to supplement the District's resources.
- b. Contract is based on unit pricing.
- c. Contract offers a three (3) year initial term, with the option to renew three (3) additional (1) year terms based on Management's assessment of the contractor's performance and pricing.
- d. Three (3) proposals were received. All bids were determined to be legally and technically responsive.
- e. Superior Lighting's proposal was evaluated to be the lowest and best bid.
- f. Installations and removals covered by this contract will begin December 2022.

Management recommended authorization by the Board to award a labor contract to Superior Lighting for an initial term of three (3) years, with an option to renew for up to three (3) additional one (1) year contract terms, for the procurement of construction services for the installation of new house services and removal of the associated temporary construction service. The projected work for the installations and removals associated with new house services during the first year, December 2022 to December 2023, is \$843,279.00. The Board was scheduled to vote on this matter at the November 17, 2022 meeting.

Supporting Data

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Datasheet

Analysis of Proposals

Tabulation of Bids

Legal Opinion

Resolution

Photograph

Substation Control Building Enclosure

T. R. Via, Vice President – Utility Operations and Chief Operating Officer, provided the following facts to award a contract to provide material and construction services for one (1) Substation Control Building Enclosure to support development of a new substation.

- a. Development of this substation supports load growth in the Douglas County area.
- b. Substation control buildings house equipment to monitor, control, protect, operate and maintain the energy delivery system.
- c. One (1) proposal was received which is legally and technically responsive.
- d. Desired delivery of the substation control building enclosure is September 2023.

Management recommended authorization by the Board to award a contract for the Substation Control Building Enclosure to Electrical Power Products, Inc. in the amount of \$1,911,306.00. The Board was scheduled to vote on this matter at the November 17, 2022 meeting.

Supporting Data

Datasheet

Analysis of Proposals

Tabulation of Bids

Legal Opinion

Resolution

Photograph

Exciter Upgrades for Sarpy County Units 1 and 2, Jones Street Units 1 and 2 and North Omaha Units 4 and 5 – Engineer’s Certificate

T. R. Via, Vice President – Utility Operations and Chief Operating Officer, provided the following facts to provide Upgrade exciter control components for Jones Street Station Units 1 and 2 (JS1&2), Sarpy County Station Units 1 and 2 (SC1&2), and North Omaha Station Units 4 and 5 (NO4&5).

- a. The exciter controls hardware and software for JS1&2, SC1&2 and NO4&5 are no longer supported and available from the manufacturer. This will make obtaining spare parts difficult, challenging continued reliable operation of these generation units.
- b. Nexus Controls (formerly a division of General Electric), the original equipment manufacturer (OEM), is the sole source of an upgrade package to replace the controls equipment without the need for a complete and more costly exciter replacement.

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- c. The District's engineer has certified that it is impractical and not in the public interest to utilize the statutory sealed bid process for this contract.

Management recommended approval of the Engineer's Certification and authorization for management to negotiate and enter into a contract with Nexus Controls for the procurement of EX2100e digital front end retrofits for the existing exciter control components on JS1&2, SC1&2 and NO4&5. The Board was scheduled to vote on this matter at the November 17, 2022 meeting.

Supporting Data

Datasheet

Letter of Recommendation

Engineer's Certificate

Legal Opinion

Resolution

Photograph

Committee Agenda Item 5: Public Information Committee

Public Information Committee Chair Report

Director Mollhoff reported the Public Information Committee met on November 7, 2022 via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The Committee discussed: (i) safety briefing; (ii) corporate operating plan 2023; (iii) legislative and regulatory update; (iv) North Omaha engagement outline (v) SD-11: Economic Development monitoring report; (vi) board work plan - Public Information Committee items; and (vii) summary of Committee direction.

Supporting Data

Agenda

Legislative and Regulatory Update

L. A. Olson, Vice President – Public Affairs, introduced Mr. Seth Voyles who provided an update on state legislative activities and draft overview of 2023.

S. A. Voyles, Government Relations Manager, then presented the following:

- State Legislative Update
- 2022 NE Legislature Elections
- 2023 Nebraska Legislative Calendar
- Interim Study Hearings
- 2023 OPPD Legislative Bills
- Next Steps
- Federal Legislative Update
- Federal Update

Supporting Data

Datasheet

Presentation

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North Omaha Engagement Updated

L. A. Olson, Vice President – Public Affairs, introduced Ms. Kate Thomas who provided an update on the NOS outreach and listening phase per board resolution 6518.

K. M. Thomas, Director Corporate Marketing and Communications, then presented the following:

- Phase Updates
- Outcomes & Community Conversations
- Listening and Learning
- Looking Forward

Supporting Data

Datasheet

Presentation

SD-11: Economic Development Monitoring Report

L. A. Olson, Vice President – Public Affairs provided the following facts to ensure full board review, discussion, and acceptance of the 2022 SD-11: Economic Development Monitoring Report.

- 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 Public Information Committee is responsible for evaluating Board Policy SD-11: Economic Development.
- d. The Public Information Committee has reviewed the SD-11: Economic Development Monitoring Report, as outlined on Exhibit A, and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

Ms. Olson presented the following:

- Significant Revisions Adopted by the Board June 2022
- SD-11: Economic Development
- Responding to Business Interests and Needs
- OPPD Leading Beyond Energy Delivery
- A Story of Expansion
- By the Numbers: Attract, Retain and Expand Business
- Economic Indicators Across Service Territory
- Leadership in Action – Workforce & Education
- Leadership in Action – Community Planning & Infrastructure Development
- Leadership in Action – OPPD Leading Across Key Organizations
- Responding to Community Needs
- President of Nebraska Diplomats – Economic Development Leadership
- Chair of Omaha’s Urban Core Committee – Economic Development Leadership
- Leadership in Action – SourceLink
- Leadership in Action – SizeUp
- Promoting Products, Programs and Services

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- Leadership in Action – Products, Programs and Services
- Preparing Sites for Future Development
- Leadership in Action – Highlights of Site Development and Planning
- Powering the Future to 2050
- Maturity Model
- Recommendation
- Reflections

The Board and management team discussed a variety of issues.

The Public Information Committee recommended Board approval of the 2022 SD-11: Economic Development Monitoring Report. The Board was scheduled to vote on this matter at the November 17, 2022 meeting

Supporting Data

Datasheet

Exhibit A – SD-11: Economic Development Monitoring Report

Resolution

The Board took a break for lunch at 11:45 a.m. and reconvened at 12:15 p.m.

Committee Agenda Item 6: Finance Committee

Finance Chair Report

Director Yoder reported the Finance Committee met on November 11, 2022 via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The Committee discussed: (i) safety briefing; (ii) third quarter retirement fund report; (iii) third quarter financial report; (iv) 2023 preliminary corporate operating plan; (v) SD-2: rates and SD-3: access to credit markets policy revisions; (vi) board work plan; and (vii) summary of Committee direction.

Supporting Data

Agenda

SD-2 Rates Redline

SD-2 Rates Clean Version

Retirement Plan – Third Quarter 2022

J. M. Bishop, Vice President and Chief Financial Officer Utility Operations, presented the following facts on the item.

- a. The Retirement Plan Fund market value at the end of the third quarter was \$1.01 billion. This compares to the market value at the beginning of the quarter of \$1.07 billion. During the quarter, employee contributions were \$4.67 million and OPPD contributions totaled \$14.15 million. Benefit payments totaled \$28.46 million and the investment market value (net of expenses) decreased by \$51.13 million.

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- b. As of September 30, 2022, the Retirement Fund asset allocation was 50.8% Equity, 35.5% Fixed Income and 13.7% Alternative Assets, which is within the Investment Policy Guidelines approved by the Board.
- c. The Retirement Plan Fund sector performance (net of fees) was:

Sector	Market Value	Quarterly Return	Index
Domestic Equity	\$305,494,724	-4.4%	-3.8%
International Equity	\$208,160,338	-9.6%	-10.3%
Domestic Fixed Income	\$319,403,903	-4.2%	-4.4%
Global Fixed Income	\$39,533,250	-5.4%	-5.8%
Alternative Assets	\$138,042,741	0.9%	1.0%
Total	\$1,010,634,956	-4.8%	-5.4%

- d. The Domestic Equity Composite returned -4.4% where growth outperformed value while small cap slightly outperformed large cap. The International Equity Composite returned -9.6% as developed international stocks fell with the ongoing energy crisis and recession fears and emerging markets fell with heightened inflationary pressures, rising interest rates, and decreased external demand.

The Domestic Fixed Income Composite returned -4.2% with the Federal Reserve rate increases in July and September and indications of future rate increases in 2022. The Global Fixed Income Composite returned -5.4% as government yields rose in the quarter across most developed markets except for Japan. The U.S. dollar appreciated relative to the yen, British pound, and Euro.

The Real Estate Composite returned 0.9%. Real estate markets grappled with higher borrowing costs and struggled to re-underwrite near term rent growth.

Supporting Data

Datasheet

Summary of OPPD Retirement Plan Assets

OPPD Retirement Plan Total Assets – Annual Market Valuation Graph

OPPD Retirement Plan Total Assets – Quarterly Market Valuation Graph

Third Quarter 2022 Financial Report

J. M. Bishop, Vice President and Chief Financial Officer Utility Operations, presented the following facts on the item.

- a. The third quarter 2022 financial results are attached for review.
- b. Retail Revenue for the third quarter 2022 was \$345.0 million, which was \$8.7 million over budget. Off-system Revenue was \$73.3 million, which was \$43.0 million over budget. Other Income was \$2.5 million, which was \$26.1 million under budget.
- c. Operations and Maintenance Expense (less Fuel and Purchased Power) for the third quarter 2022 was \$102.3 million, which was \$3.0 million under budget. Fuel and Purchased Power Expense was \$188.9 million, which was \$85.0 million over budget. Other Expense was \$110.1 million, which was \$0.5 million under budget.

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- d. Operating Income for the third quarter 2022 was \$48.7 million, which was \$32.1 million under budget.
- e. Net Income for the third quarter 2022 was \$19.5 million, which was \$56.2 million under budget.

Supporting Data

Datasheet

Quarterly Financial Report (Graphs)

Preliminary 2023 Corporate Operating Plan

J. M. Bishop, Vice President and Chief Financial Officer Utility Operations, presented the following facts on the item.

- a. The Preliminary Corporate Operating Plan reflects no change in the general rate charged to customers. The Fuel and Purchased Power Adjustment factor (FPPA) reflects the pass through of commodity prices resulting in an average FPPA rate increase across customer classes of 2.9%.
 - The current Fuel and Purchased Power factor is 0.186 cents per kWh
 - Due to increased purchased power costs and fuel costs, management will propose to change the Fuel and Purchased Power factor to 0.480 cents per kWh.
 - While the 2.9% is an average increase across all customer classes, the average increase at the customer class is as follows:

Customer Class	FPPA
Residential	2.5%
Commercial	3.4%
Industrial	4.4%
Lighting	0.8%
Wholesale	
Towns	4.1%
TOTAL	2.9%

- b. Total energy sales are budgeted to be 16,628 GWh which represents a 1.7% increase from the projected 2022 sales amount.
 - Retail sales are budgeted to be 12,974 GWh which represents a 6.8% increase from the projected 2022 amount.
 - Wholesale revenues, excluding Nebraska City Station Unit 2 (NC2) participation sales, are budgeted to be 1,630 GWh which represents an 8.4% decrease from the projected 2022 amount.
 - NC2 participation sales for 2023 are budgeted to be 2,025 GWh, a 16.2% decrease from the projected 2022 amount.
- c. Total operating revenues are budgeted to be \$1,401.2 million. Total budgeted operating revenues are 0.6% higher than 2022 projections.

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- Retail revenues are budgeted to be \$1,164.5 million, which is an increase of \$55.8 million above the 2022 projection.
 - Wholesale revenues, excluding NC2 participation revenues, are budgeted to be \$127.7 million, which is 28.0% lower than 2022 projected revenues.
 - NC2 participation revenues for 2023 are budgeted to be \$69.4 million, a 5.2% increase from the projected 2022 amount.
- d. Total operations and maintenance expenditures are budgeted to be \$944.7 million. Total operations and maintenance expenditures are \$15.7 million or 1.6% lower than the 2022 projected amount.
- Operations and maintenance expenditures (excluding fuel and purchased power) are estimated to be \$481.8 million, which is \$52.7 million or 12.3% higher than the amount projected for 2022.
 - Fuel expenses are budgeted to be \$165.3 million which is \$22.4 million or 11.9% lower than the amount projected for 2022, however, the 2023 budgeted amount is an increase of \$17.1 million or 11.5% when compared to the 2022 budget.
 - Purchased power expenses are budgeted to be \$297.6 million which is \$45.9 million or 13.4% lower than the amount projected for 2022 and \$69.1 million or 30.2% higher than the 2022 budgeted amount. The purchased power expenses include 972 megawatts of wind capability, as well as 5 megawatts of Fort Calhoun Community Solar capability, to support the District's renewable energy goal.
- e. Capital expenditures are budgeted at \$640.0 million for 2023 compared to \$585.0 million projected for 2022.

The 2023 capital expenditure plan provides for expansion and improvements to the existing production, transmission and distribution systems. Expenditures by classification include both approved and pending capital projects. Actual expenditures by classification will vary based on final project designs, corporate priorities, and pending project approvals.

Production Plant	\$ 256.3 million
Transmission and Distribution	286.9 million
General Plant, Removal & Salvage	<u>96.8 million</u>
TOTAL	\$640.0 million

- f. In 2023, additional funding for Nuclear Decommissioning is budgeted at \$95.2 million.
- g. Net income for 2023 is budgeted to be \$96.5 million compared to \$(2.2) million projected for 2022.
- h. The 2023 Corporate Operating Plan total expenditure amount equals \$1,919.8 million.
- i. Total debt service coverage is anticipated to be 2.0 times for 2023.

Mr. Bishop presented the following:

- Assumptions

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- Operating Revenue excluding Wholesale Revenues
- Fuel, Purchased Power and Wholesale Revenues
- Net Power Costs
- Operations & Maintenance Expense
- Capital Expenditures
- Capital Expenditures Philosophy
- Long-Term Debt Financing
- Days Cash on Hand
- Decommissioning Fund Balances
- Debt Ratio
- The Brattle Group Inc.
- Next Steps
- 2023 Rate Action
- Fuel & Purchased Power Adjustment
- PILOT – Rate 261M
- 2023 Rate Action

Supporting Data

Datasheet

2023 Preliminary Corporate Operating Plan

Letter from The Brattle Group – Financial Review

Letter from The Brattle Group – Rates Review

Committee Agenda Item 9: Other Business

Confirmation of Board Meeting Agenda

The Board members reviewed and confirmed the agenda for the Board meeting on Thursday, November 17, 2022, which will be conducted in person at the Omaha Douglas Civic Center, 2nd Floor Legislative Chamber, at 5:00 p.m. The public may attend in person or remotely via Webex audio and video conference.

Review of Board Work Plan

Chair Bogner asked Director Moody to update everyone on the status of SD-12 that is currently in the “parking lot” on the Board work plan. After discussion and input from the full board it was decided to move forward to the next step, which is Chair Bogner and CEO L. J. Fernandez will meet to discuss SD-12 in further detail.

Power with Purpose: Natural Gas Generation, Energy Delivery and Solar Updates

T. R. Via, Vice President – Utility Operations and Chief Operating Officer, provided the following updates on Power with Purpose projects for November 2022.

TURTLE CREEK STATION & STANDING BEAR LAKE STATION FACTS

1. Engineering, procurement, and construction activities are in progress. Substation activities include grounding work, drilled piers, installation of concrete raceway, and substation component deliveries. At Standing Bear Lake Station, subcontractor vendor for the engine hall to commence activity in November as engine foundations complete. At Turtle Creek

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Station, focus continues on installation of underground piping and duct banks with major foundation pours upcoming.

2. The Turtle Creek Station is preparing to receive the first shipment of major equipment from Siemens Energy.

ENERGY DELIVERY FACTS

1. Foundation and structure erection are progressing well for the three (3) new transmission circuits associated with the Sarpy Southwest Transmission Project. All long lead material has now been received and only a few minor material items remain outstanding.
2. Commissioning work is now complete on the substation located near 144th Street and Capehart Road and the substation is now energized. Work continues at other substations supporting the interconnection of both generating facilities with below-grade construction progressing well.
3. Construction activities have begun in close coordination with the landowner and developer to ready the interconnect substation for the solar facility in Saunders County.

SOLAR FACTS

1. The 81-megawatt Platteview Solar facility in Saunders County continues to make progress. AES and OPPD are proceeding with facility design. Major equipment procurements are in progress to support the construction schedule. Construction is on track to begin at the site in the first quarter of 2023.
2. Staff continue to monitor, evaluate, and engage in federal policy activity related to solar deployment. The Department of Commerce is anticipated to make a preliminary ruling in the Auxin Solar petition on November 28th. Additionally, the Inflation Reduction Act (IRA), signed into law in August 2022, has significant implications to how OPPD may deploy future energy projects, including Power with Purpose solar. OPPD staff continue to work with industry experts, including financial, tax, legal, and suppliers, to further evaluate these policies in order to understand how to optimize the pursuit of solar deployment for customer owners.
3. The solar supply chain continues to feel impacts from the pandemic, federal import policy, and an increasing national demand. As OPPD develops plans to deploy solar, staff continue to build new and maintain existing relationships with both project developers and equipment suppliers. These key relationships ensure OPPD has the best information for sourcing in the very competitive solar market.
4. OPPD staff continue to engage with local jurisdictions to support the development of solar regulations and provide education on solar technology. In September and October, staff engaged with local policymakers in a variety of settings, including the Cass County Economic Development Corporation's Fall Meeting, the Nebraska Wind & Solar Conference, and ongoing discussions with local planning and zoning entities.

M. R. Eibes, Director Project Management, presented construction updates for Standing Bear Lake Station and Turtle Creek Station.

- Standing Bear Lake Station
- Turtle Creek Station

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D. D. Buelt, Director Engineering, presented transmission and substation updates:

- Transmission and Substation – Power with Purpose
- Transmission and Substation – Reliability and System Expansion – 2022 through 2026

C. M. Kennedy, Manager Alternative Energy Program, then presented the following:

- Platteview Solar
- Engaging in Our Communities

Supporting Data

Datasheet


Presentation

There being no further business, the meeting adjourned at 2:52 p.m.

DocuSigned by:

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

DocuSigned by:

FCBA33D4BAC248C...

C. A. Labs
Executive Assistant to President & CEO