



## **OPPDP BOARD OF DIRECTORS**

### **BOARD MEETING MINUTES**

**May 20, 2021**

The regular meeting of the Board of Directors of the Omaha Public Power District (“OPPDP” or “District”) was held at the Omaha Douglas Civic Center, Legislative Chamber, 1819 Farnam Street, Omaha, Nebraska, and via Webex audio and video conference, on Thursday, May 20, 2021 at 5:00 p.m.

Present in person at the Omaha Douglas Civic Center were Directors A. E. Bogner, M. J. Cavanaugh, S. E. Howard, J. M. Mollhoff, C. C. Moody, M. G. Spurgeon, E. H. Williams and R. M. Yoder. Also present in person were T. J. Burke, President and Chief Executive Officer, S. M. Bruckner, General Counsel for the District, M. F. Hinnners, Senior Corporate Governance Specialist, and other members of the OPPDP Board meeting logistics support staff. Chair A. E. Bogner presided and M. F. Hinnners recorded the minutes. Members of the senior management team present in person were: K. W. Brown, J. A. Comstock, L. J. Fernandez, M. J. Fisher, S. M. Focht, K. S. McCormick, L. A. Olson, M. L. Sedky and T. R. Via. Additionally, approximately 50 attendees, consisting of OPPDP employees and members of the public, were in attendance via Webex. One member of the public was present in person.

#### ***Board Agenda Item 1: Chair Opening Statement***

Chair Bogner gave a brief opening statement, including reminders for using the Webex audio and video conferencing platform.

#### ***Board Agenda Item 2: Safety Briefing***

President Burke provided the safety briefing, including emergency evacuation procedures for the Omaha Douglas Civic Center and a reminder to follow the “3Ws” during the COVID-19 pandemic – Watch your distance; Wear a mask; and Wash your hands. He also reminded the public to call 811 before digging so that underground utilities can be marked.

#### ***Board Agenda Item 3: Guidelines for Participation***

Chair Bogner then presented the guidelines for the conduct of the meeting and instructions on the public comment process using Webex audio and video conferencing features.

#### ***Board Agenda Item 4: Roll Call***

Ms. Hinnners took roll call of the Board. All members were present in person.

#### ***Board Agenda Item 5: Announcement regarding public notice of meeting***

Ms. Hinnners read the following:

Board Minutes  
May 20, 2021  
Page 2

*“Notice of the time and place of this meeting was publicized by notifying the area news media; by publicizing same in the Outlets newsletter and on OPPD.com; by displaying such notice on the Arcade Level of Energy Plaza since May 14, 2021; and by e-mailing such notice to each of the District’s Directors on that same date.*

*A copy of the proposed agenda for this meeting has been maintained, on a current basis, and is readily available for public inspection in the office of the District’s Corporate Secretary.*

*Additionally, a copy of the Open Meetings Act is available for inspection on oppd.com and in this meeting room.”*

**Board Consent Action Items:**

- Item 6. Approval of the March and April 2021 Comprehensive Financial and Operating Reports, April 2021 Meeting Minutes and the May 20, 2021 Agenda
- Item 7. SD-3: Access to Credit Markets Monitoring Report – Resolution No. 6431
- Item 8. Sale of Real Property Located at 602 East 1st Street – Resolution No. 6432
- Item 9. Exchange of Real Property Located at 9090 South 180th Street – Resolution No. 6433

It was moved and seconded that the Board approve the consent agenda items.

Chair Bogner noted the Board discussed the action items during the All Committees meeting held on Tuesday, May 18, 2021.

Chair Bogner then asked if any members of the public attending via Webex conferencing or in person had any comments on the consent agenda items. There was no comment from the public in attendance at the meeting.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – Yes; Howard – Yes; Mollhoff – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes; Yoder – Yes. The motion carried (8-0).

**Board Agenda Item 10: SD-7: Environmental Stewardship Revision – Resolution No. 6434**

Ms. Hinners read the following:

*“WHEREAS, the Board of Directors of Omaha Public Power District establishes policies through strategic directives to Management; and*

*WHEREAS, Strategic Directive 7: Environmental Stewardship (SD-7) has been adopted by the Board of Directors and revised most recently on November 14, 2019, pursuant to Resolution No. 6347; and*

*WHEREAS, consistent with the District’s mission to provide affordable, reliable and environmentally sensitive energy services to its customer-owners, the Board of Directors recognizes the scientific consensus that climate change is occurring due to greenhouse gas emissions, including carbon dioxide, from human activity which affect the environment and our customer-owners; and*

Board Minutes

May 20, 2021

Page 3

*WHEREAS, work is underway at the District that will help address the effects of climate change, including large-scale renewable energy projects, the District's decarbonization strategic initiative, and emissions reductions across the District's generation fleet; and*

*WHEREAS, the Systems Management and Nuclear Oversight Committee of the Board of Directors recommends revision of SD-7 in the form attached hereto as Exhibit A.*

*NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that OPPD Strategic Directive 7: Environmental Stewardship is hereby approved, as amended, in the form attached hereto as Exhibit A."*

It was moved and seconded that the Board approve this action item.

Director Williams summarized the process to amend the SD-7 policy to date, including the Board's public discussion at the April 13, 2021 All Committees meeting and the public comment period that ran from April 15 to May 14, 2021. He expressed appreciation for the work of the Board members, OPPD staff and legal counsel to revise the language. He acknowledged that the revision does not guide any specific resource planning or other decisions, but confirms the underlying values that the organization will use to make future decisions.

Director Spurgeon expressed appreciation for the transparent process that was used to revise SD-7.

Director Cavanaugh commented that this is the third revision of SD-7 since 2015, and that the proposed revisions do not change the direction or operations of the District. He stated that he would not support the revisions.

Director Mollhoff commented that the Board is expected to set the strategic goals and it is important for the Board to express the reason for why the strategic direction has been set. She supports acknowledging the science of climate change in the strategic directives.

Director Moody commented that the science of climate change has become more accepted in society and expressed the importance of setting forth the reasoning (the "why") behind OPPD's strategic directives.

Director Yoder commented that he does not believe the revisions to SD-7 are strong enough, but expressed support for the language because it works for everyone and reinforces the need to make decisions based on science and data.

Director Howard commented she was on the committee that worked on the revisions to SD-7. She expressed her opinion that the strategic directives should change with the times and as our knowledge about climate change increases.

Chair Bogner expressed support for the revisions to SD-7 and appreciation for the strategic directive governance framework that has been implemented at the District.

Board Minutes

May 20, 2021

Page 4

Director Williams noted reports in the media and actions by a variety of federal and other public agencies to acknowledge climate change align with the OPPD Board's efforts to revise SD-7.

Chair Bogner then asked if any members of the public attending via Webex conferencing or in person had any comments.

Mr. Mark Welsch, 5611 Howard Street, expressed appreciation for the proposed revision of SD-7 and hope that a future revision would change the net zero carbon production goal to a year earlier than 2050. He stated Lincoln Electric System has set a net zero by 2040 goal.

Mr. David Corbin, 1002 N. 49<sup>th</sup> Street, Chair of the Energy Committee of the Nebraska Sierra Club, commented that the strategic directives are working documents that change when necessary and expressed appreciation for the revision of SD-7.

Mr. John Pollack, 1412 N. 35<sup>th</sup> Street, expressed appreciation for the revision to SD-7.

Mr. Scott Williams, 3820 Jones Street, expressed appreciation for the revision to SD-7 and the new public engagement platform, OPPDCommunityConnect.com.

Ms. Sandy Lehr, 9737 Brentwood Road, expressed appreciation for the revisions to SD-7.

There was no additional comment from the public in attendance at the meeting.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – No; Howard – Yes; Mollhoff – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes; Yoder – Yes. The motion carried (7-1).

**Board Agenda Item 11: Acquisition of Land Rights for Energy Delivery Infrastructure Projects Associated with Power with Purpose – Resolution No. 6435**

Ms. Hinners read the following:

*WHEREAS, the District will need to acquire land rights for electric transmission facilities and substation projects throughout its service territory associated with the Power with Purpose project that will be initiated during the 2021 through 2022 calendar years; and*

*WHEREAS, the District is authorized by Nebraska law to acquire property by eminent domain; and*

*WHEREAS, the use of eminent domain may become necessary to acquire the permanent easements, temporary easements, and/or fee ownership of land that cannot be obtained voluntarily through negotiations by the District.*

*NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that, through and including December 31, 2022, the District's Management and General Counsel are authorized and directed to commence eminent domain proceedings to acquire all necessary permanent easements, temporary easements, and/or fee ownership of land for electric transmission facilities and substations throughout the District's service territory associated with the Power with Purpose project."*

Board Minutes  
May 20, 2021  
Page 5

It was moved and seconded that the Board approve this action item.

Director Williams commented upon the importance of authorizing the use of eminent domain, if necessary, in order to acquire land rights expeditiously for the Power with Purpose project.

Director Cavanaugh commented that OPPD takes the issue of land acquisition seriously and the use of eminent domain is exercised only when necessary.

Director Moody echoed the comments from Director Cavanaugh and noted the Board will be kept informed if the use of eminent domain is necessary.

Director Mollhoff commented that the authorization to use eminent domain is related to transmission infrastructure for OPPD's Power with Purpose project and does not apply to other entities.

Director Yoder commented that the authorization to use eminent domain is for the Power with Purpose project only.

Chair Bogner then asked if any members of the public attending via Webex conferencing or in person had any comments. There was no comment from the public in attendance at the meeting.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – Yes; Howard – Yes; Mollhoff – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes; Yoder – Yes. The motion carried (8-0).

***Board Agenda Item 12: CEO Selection – Appointment of L. Javier Fernandez as President and Chief Executive Officer – Resolution No. 6436***

Ms. Hinnners read the following:

*“WHEREAS, President and CEO Timothy J. Burke has announced his planned retirement from the District; and*

*WHEREAS, the Board of Directors has completed a search for an executive to replace Mr. Burke as President and CEO, and has received and considered input from customer-owners and other members of the public.*

*NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Omaha Public Power District hereby appoints L. Javier Fernandez as President and Chief Executive Officer of the District, effective July 1, 2021, at the salary set forth on Exhibit A attached hereto.”*

It was moved and seconded that the Board approve this action item.

Director Moody expressed appreciation to his colleagues on the Board for their engagement in the CEO selection process. He expressed appreciation to M. L. Sedky, Vice President – Human Capital, for her support throughout the process. He then summarized the process to date, including President Burke's announcement in March that he would retire in July, the

## Board Minutes

May 20, 2021

Page 6

Board's stakeholder input process, interviews of five internal applicants in April, and consensus to select L. J. Fernandez as the sole finalist for the CEO role. Director Moody noted the Board held a special meeting on May 10 for the public to meet Mr. Fernandez.

Director Moody next discussed the Board's proposed compensation for Mr. Fernandez as President and CEO. He noted the Board wanted a salary that was competitive and comparable with other public power CEOs and was fair to OPPD's employees and customer owners.

Director Mollhoff expressed appreciation for Mr. Fernandez and hopes his success as CFO will continue in his role as CEO and will help OPPD continue to transform and meet its goals.

Director Yoder expressed support for Mr. Fernandez and confidence in his leadership during a time of transformation in the electric utility industry.

Director Cavanaugh expressed appreciation for Mr. Fernandez and confidence in his ability to lead OPPD.

Director Williams expressed appreciation for Mr. Fernandez and hopes that OPPD will continue to be a leader in the community in the transition to clean energy.

Chair Bogner expressed appreciation for the process that the Board undertook to select a new CEO. She expressed support for Mr. Fernandez and looks forward to working with him in the coming years.

Chair Bogner then asked if any members of the public attending via Webex conferencing or in person had any comments. There was no comment from the public in attendance at the meeting.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – Yes; Howard – Yes; Mollhoff – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes; Yoder – Yes. The motion carried (8-0).

Chair Bogner invited Mr. Fernandez to address the Board. Mr. Fernandez expressed appreciation for the Board's support. He also expressed appreciation for his family, his colleagues on the senior management team, and the 1,800 employees who serve OPPD's community.

### ***Board Agenda Item 13: President's Report***

President Burke presented the following information:

- April Baseload Generation
- April Peaking Generation
- April Renewables
- Platteview Solar
- Smart Thermostat Program Expansion
- Pathways to Decarbonization Energy Portfolio Workshop Series
  - Workshop #4 Scheduled for May 26
- Honor Our Community remembrance

Board Minutes  
May 20, 2021  
Page 7

**Board Agenda Item 14: Opportunity for comment on other items of District Business**

Chair Bogner asked for comments from the public.

Mr. Alan Vovolka, 3719 Hamilton Street, commented upon the inability of the public to view other attendees during the Webex meeting. He congratulated Mr. Fernandez on his appointment as CEO and commented that the Board must hold Mr. Fernandez accountable. Chair Bogner asked General Counsel Bruckner to comment on the visibility of attendees during a Webex meeting. Mr. Bruckner stated that OPPD's meetings, including the Webex aspect of the meetings, are being conducted in compliance with the Open Meetings Act, and said that it would be appropriate to review Mr. Vovolka's input. Chair Bogner responded that the Board would look into the possibility of making the attendee listing viewable in Webex.

Mr. John Pollack, 1412 N. 35<sup>th</sup> Street, congratulated Mr. Fernandez on his appointment as CEO and provided the Board with a weather update.

Director Mollhoff, who participated in the Saunders County Board of Supervisors hearing on May 18 related to the conditional use permit for the Platteview Solar generation facility, read an email she received from Saunders County expressing appreciation for OPPD as a trusted energy partner.

There was no additional comment from the public in attendance at the meeting.

There being no further business, the meeting adjourned at 6:27 p.m.

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*Scott M. Focht*

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S. M. Focht

Vice President – Corporate Strategy and  
Governance and Assistant Secretary

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*M. F. Hinners*

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M. F. Hinners

Assistant Secretary of the Meeting