



OPPD BOARD OF DIRECTORS

BOARD MEETING MINUTES

November 18, 2021

The regular meeting of the Board of Directors of the Omaha Public Power District ("OPPD" 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, November 18, 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 L. J. Fernandez, President and Chief Executive Officer, S. M. Bruckner and T. F. Meyerson of the Fraser Stryker law firm, General Counsel for the District, M. F. Hinners, Senior Corporate Governance Specialist, and other members of the OPPD Board meeting logistics support staff. Chair A. E. Bogner presided and M. F. Hinners recorded the minutes. Members of the executive leadership team present in person or via Webex conferencing were: J. M. Bishop, K. W. Brown, J. A. Comstock, S. M. Focht, K. S. McCormick, L. A. Olson, M. V. Pinder, J. W. Thurber, B. R. Underwood and T. R. Via. Additionally, approximately 50 attendees, consisting of OPPD employees and members of the public, were in attendance via Webex. One member of the public and a few OPPD employees were 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

J. D. Clark, Manager Protective Services, provided the safety briefing, including emergency evacuation procedures for the Omaha Douglas Civic Center. President Fernandez provided physical and psychological safety reminders, including current safety focus on slips and falls in ice and snow and falls and fires at home.

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 and in the room.

Board Agenda Item 4: Roll Call

Ms. Hinners took roll call of the Board. All members were present.

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Board Agenda Item 5: Announcement regarding public notice of meeting

Ms. Hinnners read the following:

“Notice of the time and place of this meeting was publicized by notifying the area news media¹; by publicizing same in the Outlets newsletter and on OPPD.com; by displaying such notice on the Arcade Level of Energy Plaza since November 12, 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 September 2021 Comprehensive Financial and Operating Report, October 2021 Meeting Minutes, and the November 18, 2021 Agenda
- Item 7. SD-2: Rates Policy Revision – Resolution No. 6471
- Item 8. SD-11: Economic Development Monitoring Report – Resolution No. 6472

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, November 16, 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.

Mr. David Corbin, 1002 N. 49th Street, representing the Nebraska Sierra Club, commented upon the SD-11: Economic Development monitoring report. He suggested OPPD consider environmental sensitivity when seeking economic development opportunities.

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

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.

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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 9: Corporate Officer Performance Review and Compensation Adjustment – S. M. Focht, Vice President – Corporate Strategy and Governance – Resolution No. 6473

Ms. Hinnners read the following:

“NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the compensation adjustment for the corporate officer, Scott M. Focht, Vice President Corporate Strategy and Governance, as set forth on the Exhibit A attached hereto, be and hereby is approved.”

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

Director Moody explained that as Chair of the Governance Committee, he has had the opportunity to work closely with Mr. Focht. Mr. Focht led the development of the polar vortex after action review and the Powering the Future to 2050 work. He requested President Fernandez to provide the Board and public background for this recommendation.

President Fernandez explained that while OPPD is undergoing a significant amount of change internally and externally, Mr. Focht has been keeping the District's focus on strategic initiatives that will prepare the organization for the future. The recommended merit increase and market adjustment recognizes his past performance and provides incentive for the future.

There was no additional comment from the Board.

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 10 – Amendment to OPPD's Petition for Creation – Resolution No. 6474

Ms. Hinnners read the following:

“NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Omaha Public Power District that the Amendment to the District's Charter, attached hereto as Exhibit A, is hereby approved and the District's General Counsel and Management are hereby authorized and directed to present the Charter Amendment to the Nebraska Power Review Board for review and approval.”

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

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Director Moody explained the process the Governance Committee undertook to redraw the election subdivision boundaries, which must be revised after each decennial census. Director Moody stated the Board relied upon legal counsel and experts at the Metropolitan Area Planning Agency (MAPA), who drew the lines. He stated the legal standards for revising the boundaries included: (i) compact and contiguous territory; (ii) following county lines wherever practicable; (iii) substantially equal population; and (iv) following precinct lines to the extent feasible.

Director Cavanaugh expressed appreciation for the work undertaken by the legal team and MAPA to complete the redistricting work by the year-end deadline. He stated he would support the resolution but expressed concern that consideration was given to include the personal residences of current board members.

There was no additional comment from the Board.

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 11: President's Report

President Fernandez presented the following information:

- October Baseload Generation
- October Peaking Generation
- October Renewables
- Pathways to Decarbonization Energy Portfolio Workshop Final Results on December 9
- IDEAL (Inclusion, Diversity, Equity, Advocacy, Leadership) Award from the Human Resource Association of the Midlands
- Business Ethics Alliance EthicSpace Conference
- AIM Institute Tech Leader of the Year Award for K. W. Brown, VP and Chief Information Officer
- Omaha by Design Laurels Awards for OPPD Board of Directors
- Defenders of Freedom Parade
- In Memoriam

Board Agenda Item 12: Opportunity for comment on other items of District Business

Chair Bogner asked for comments from the public on other items of District business.

Mr. David Corbin, 1002 N. 49th Street, representing the Nebraska Sierra Club, expressed appreciation for the energy burden solutions project. He looks forward to the rollout of the new green fund and would like to see information about how customers have been using the ChargePoint EV charging stations.

Mr. John Pollack, 1412 N. 35th Street, provided a weather update. He also expressed appreciation for the work the District has undertaken with respect to decarbonization and energy burden solutions.

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Mr. David D. Begley, 4611 S. 96th Street, inquired if there is an estimated cost to achieve the net zero carbon goal and expressed his concern with cost.

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

There being no further business, the meeting adjourned at 5:45 p.m.

DocuSigned by:

S. M. Focht

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

DocuSigned by:

M. F. Hinners

FCB979C26449479

M. F. Hinners
Assistant Secretary of the Meeting