

OPPD BOARD OF DIRECTORS

ALL COMMITTEE MEETING MINUTES

April 16, 2024

The regular committee meetings of the Board of Directors of the Omaha Public Power District ("OPPD" or "District") were held in person with public accessibility both in person and via WebEx audio and video conference on Tuesday, April 16, 2024. The meeting opened at 8:30 a.m.

Present in person were Directors A. E. Bogner, M. J. Cavanaugh, M. R. Core, S. E. Howard, J. M. Mollhoff, C.C. Moody, M. G. Spurgeon and E. H. Williams. Also present in person were L. J. Fernandez, 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. Executive leadership team members present in person included: J. M. Bishop, K. W. Brown, C. V. Fleener, S. M. Focht, G. R. Langel, T. D. McAreavey, L. A. Olson, M. V. Purnell, B. R. Underwood and T. R. Via. Chair E. H. Williams presided and E. H. Lane Sr. Board Operations Specialist, recorded the minutes.

Committee Agenda Item 1: Board Chair Opening Statement

Chair Williams 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 April 12, 2024. He also provided reminders for using the WebEx audio and video conferencing platform. He noted the Board would conduct a closed session to discuss two topics: i) Southwest Power Pool Generator Interconnection Agreement Issues; and (ii) Customer Growth Update.

Committee Agenda Item 2: Closed Session

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 April 9, 2024, and in the online version from April 9 through April 16, 2024.

At 8:31 a.m. Director Moody moved that the Board go into Closed Session. Director Moody stated as follows:

I move that the Board go into closed session at this time 8:01 a.m. to discuss two topics: i) Southwest Power Pool Generator Interconnection Agreement Issues; and (ii) Customer Growth Update.

With respect to the **Southwest Power Pool Generator Interconnection Agreement Issues**, a closed session is necessary because the discussion will involve confidential matters covered by the attorney-client privilege and attorney work product doctrine.

With respect to the **Customer Growth Update**, a closed session is necessary because the discussion will involve competitively sensitive customer information."

The motion was seconded by Director Molhoff.

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

Chair Williams read the following:

"The motion to go into closed session has passed. This closed session will be limited to discussion regarding two topics: i) Southwest Power Pool Generator Interconnection Agreement Issues; and (ii) Customer Growth Update. No votes or other board action will be taken.

After confirming the Board members, executive leadership team members, OPPD staff subject matter experts, S. M. Bruckner and T. F. Meyerson, General Counsel, 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 Southwest Power Pool Generator Interconnection and Customer Growth Update.

At 10:00 a.m., the Board took a break. No further business was discussed. The WebEx Event was unlocked to allow OPPD staff and the public to join.

At 10:09 a.m., a motion was made and seconded to reconvene the meeting in open session.

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

Director Molhoff rejoined the meeting at 10:11 a.m.

Chair Williams stated:

"The motion to come out of closed session at 10:09 a.m. is carried. This closed session was limited to discussion regarding two topics: i) Southwest Power Pool Generator Interconnection Agreement Issues; and (ii) Customer Growth Update. No votes or other board action were taken.

Committee Agenda Item 3: Public Session – Board Chair Opening Statement

Chair Williams welcomed members of the public and gave an overview of the meeting agenda and reminders for using the WebEx audio and video conferencing platform. He informed the public that the Board will take public comment at the end of the All Committees meeting. The Board will also take public comments at the Board meeting on Thursday, April 18, 2024 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 Williams noted all Board members were present, along with members of the OPPD executive leadership team and subject matter experts. Additionally, 18 members of the public and OPPD employees joined via WebEx.

Committee Agenda Item 4: Safety Briefing

Amber Warrick, Shift Security Advisor, provided physical safety reminders. L. J. Fernandez, President and CEO, provided psychological safety reminders, including current safety focus reminders about: (i) Speak up for safety; (ii) Working from heights; and (iii) Distracted driving awareness month.

Committee Agenda Item 5: Governance Committee

Governance Committee Chair Report

Director Bogner reported the Governance Committee met on April 9, 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) Prior Month Pre-Committee Action Items; (iii) Southwest Power Pool (SPP) Open Access Transmission Tariff (OATT) update; (iv) LB-43: New Procedures for All Committees Meetings; (v) Policy Revisions: BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; GP-3: Board Job Description; (vi) SD-1: Strategic Foundation Monitoring Report — Corrections; (vii) 2024 Board Workshop; (viii) Governance Committee Planning Calendar; (iv) Board Work Plan; and (x) Summary of Meeting.

Supporting Data

Agenda

Board Policy Revisions: BL-1: Board-President and Chief Executive Officer Relationship, BL-7: Delegation to the President and Chief Executive Officer, GP-3: Board Job Description S. M. Focht, Vice President, Corporate Strategy and Governance, provided the following report to ensure full Board review, discussion and acceptance of revisions to Board Policies BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description

- a. The Board has conducted annual policy surveys and workshops, facilitated by Leading Resources, Inc, to identify potential revisions to its Governance Process (GP), Board-Staff Linkage (BL) and Strategic Direction (SD) policies.
- b. During its August 30, 2023, workshop, the Board identified potential revisions to BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description.

c. The Governance Committee is responsible for the review and monitoring of these policies, and is recommending to the Board that Board Policies BL-1: Board President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description be revised as shown in Exhibits A, B and C.

Requesting Board of Directors approval of Board Policies BL-1: Board-President and Chief Executive Officer Relationship; BL-7: Delegation to the President and Chief Executive Officer; and GP-3: Board Job Description, as shown on Exhibits A, B and C.

The Board was scheduled to vote on this matter at the April 18, 2024 board meeting.

Supporting Data

Datasheet Exhibits A, B, and C Exhibits A1, B1, and C1 Resolution

Committee Agenda Item 6: Finance Committee

Finance Chair Report

Director Spurgeon reported the Finance Committee met on April 5, 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) North Omaha 5 (NO5) Replacement of Low Pressure Blades; (iii) 401(k) and 457 Retirement Savings Plan Annual Report; (iv) Retirement Plan Annual Report; (v) Other Post-Employment Benefits (OPEB) Trusts Annual Report; (vi) SD-14: Retirement Plan Funding Monitoring Report; (vii) Board Work Plan – Finance Committee Items; and (viii) Summary of Meeting.

Supporting Data

Agenda

Retirement Plan Annual Report

Jeff Boucek, Vice President and Director of Public Fund Consulting, Segal Marco, presented the following information to report the Retirement Plan Fund and Individual Manager Performance for 2023 to the Board of Directors.

- a. The preliminary market value of the Retirement Plan Fund was \$1.20 billion on December 31, 2023. This compares to the market value of \$1.06 billion on December 31, 2022. During the year, the total contributions exceeded the benefit payments and expenses by \$11.6 million primarily due to an additional \$50.0 million contribution. The investment gains net of fees were \$126.1 million.
- b. The preliminary asset allocation at year-end was 51.5% equity, 34.5% fixed income securities and 14.0% alternative assets (private real estate and private debt), which is within the Investment Policy Guidelines approved by the Board.
- c. A summary of the 2023 Retirement Plan Investment Manager's performance will be presented by the District's consultant, Mr. Jeff Boucek, Vice President and Director of Public Fund Consulting, of Segal Marco.

Supporting Data

Datasheet

Summary of Investment Manager Performance

401(k) and 457 Retirement Savings Plan Annual Report

T. R. Vasquez, Supervisor Financial Operations, presented the following information to report the fund options for OPPD's 401(k) and 457 Retirement Savings Plans for 2023 to the Board of Directors.

- a. The District offers two retirement savings plans, 401(k) and 457, that provide the ability for employees to save current earnings for retirement. The investment options for the 401(k) and 457 Plans are monitored by a committee of employees that includes members of the Treasury & Financial Operations division and Human Capital division. The investment options are identical in the 401(k) and 457 Plans.
- b. The market value for OPPD's 401(k) and 457 Retirement Savings Plans was \$619.1 million as of December 31, 2023. During the year, employee contributions totaled \$14.9 million and OPPD's contributions totaled \$6.2 million in both plans.
- c. A summary listing investment options, balances, and annual fund performance for the period ending December 31, 2023, is attached.

Supporting Data

Datasheet

Summary of Fund Options and Performance

Other Post Employment Benefits (OPEB) Trusts Annual Report

- J. Anderson, Supervisor Payables and Tax, presented the following report on the OPEB trust performance for 2023 to the Board of Directors.
 - a. The District has established two Other Post Employment Benefits (OPEB) Trusts to fund the liability of medical and life insurance benefits for retired employees and their spouses. The first trust is designated for employees hired prior to 2008 (Pre-2008 OPEB Trust Fund). The second trust is designated for employees hired after December 31, 2007 (Post-2007 OPEB Trust Fund). The investments for the two OPEB Trust Funds are monitored by an investment committee (Committee) comprised of the Vice Presidents of Financial Services and Human Capital and the Directors of Treasury and Financial Operations, Corporate Accounting and Total Rewards.
 - b. The market value of the Pre-2008 OPEB Trust Fund equaled \$184.1 million as of December 31, 2023, compared to \$170.6 million as of December 31, 2022. The District's contributions totaled \$16.6 million, retiree contributions were \$4.1 million and benefit payments along with associated fees were \$25.9 million for 2023. The Pre-2008 OPEB Trust Fund was primarily invested in a global equity fund, a real return fund, a private real estate fund and a core fixed income fund. The asset allocation at year-end was 56.6% equity, 17.1% fixed income, 16.8% real return and 9.5% private real estate, which is within the Investment Policy guidelines. The Fund had a 11.6% return for 2023.

- c. The market value of the Post-2007 OPEB Trust Fund equaled \$9.4 million as of December 31, 2023, compared to \$7.4 million as of December 31, 2022. The District's contributions totaled \$1.2 million in 2023. Benefit payments along with associated fees totaled \$156,982. There were no retiree contributions during 2023. The Post-2007 OPEB Trust Fund was primarily invested in a core bond fixed income fund and a global equity index fund. The asset allocation at year-end was 71.3% fixed income and 28.7% equity which is within the Investment Policy guidelines. The Fund had a 10.3% return for 2023.
- d. A summary listing investment balances and annual fund performance for the period ending December 31, 2023, is attached.

Supporting Data

Datasheet Investment Balance Summary

SD-14: Retirement Plan Funding Monitoring Report

J. M. Bishop, CFO and Vice President, Financial Services presented the following report to ensure full Board review, discussion and acceptance of SD-14: Retirement Plan Funding 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 Finance Committee is responsible for evaluating Board Policy SD-14: Retirement Plan Funding Monitoring Report on an annual basis.
- d. The Finance Committee has reviewed the SD-14: Retirement Plan Funding Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

Requesting Board of Directors approval of the 2024 SD-14: Retirement Plan Funding Monitoring Report.

The Board was scheduled to vote on this matter at the April 18, 2024 board meeting.

Supporting Data

Datasheet Exhibit A - Monitoring Report Resolution

Committee Agenda Item 7: Customer and Public Engagement Committee

<u>Customer and Public Engagement Committee Chair</u> Report

Director Howard reported the Customer and Public Engagement Committee met on April 8, 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) Legislative Update; (iii) SD-5: Customer Satisfaction monitoring report; (iv) Customer

Growth Update; (v) Review of OPPD Parliamentarian; (vi) Board Work Plan – Customer & Public Engagement Committee Items; and (vii) Summary of Meeting.

Supporting Data

Agenda

Legislative and Regulatory Update

L. A. Olson, Vice President, Public Affairs, and S. A. Voyles, Government Relations Manager, provided an update on 2024 state and legislative matters, local government affairs and regulatory matters.

- a. Nebraska's 108th Legislature 2nd session began on January 3, 2024 and ends on April 18, 2024.
- b. The 118th Congress began on January 3, 2023 and is expected to end January 3, 2025.

Supporting Data

Datasheet Presentation

SD-5: Customer Satisfaction Monitoring Report

- T. D. McAreavey, Vice President, Customer Service and M. W. Hardebeck, Director, Customer Experience and Operations, presented the following report to ensure full board review, discussion and acceptance of the SD-5: Customer Satisfaction Monitoring Report.
 - a. The first set of Board policies, including SD-5: Customer Satisfaction, was approved by the Board on July 16, 2015.
 - b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process and revised as needed. SD-5 was amended by the Board on November 16, 2017.
 - c. The Customer and Public Engagement Committee is responsible for evaluating Board Policy SD-5: Customer Satisfaction.
 - d. The Customer and Public Engagement Committee has reviewed and accepted the SD-5: Customer Satisfaction Monitoring Report as outlined on Exhibit A and recommends that the Board find OPPD to be sufficiently in compliance with Board Policy SD-5.

The Customer and Public Engagement Committee is requesting Board of Directors approval of the SD-5: Customer Satisfaction Monitoring Report.

The Board was scheduled to vote on this matter at the April 18, 2024 board meeting.

Supporting Data

Datasheet Exhibit A – Monitoring Report Resolution

The board took a break for lunch at 11:50 a.m. and reconvened at 12:30 p.m.

Committee Agenda Item 8: System Management & Nuclear Oversight Committee

System Management & Nuclear Oversight Committee Chair Report

Director Moody reported the System Management & Nuclear Oversight Committee met on April 5 in person and 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) Southwest Power Pool (SPP) Open Access Transmission Tariff (OATT) update; (iii) SD-4: Reliability Monitoring Report; (iv) North Omaha 5 (NO5) Replacement Low Pressure Turbine Blades; (v) SD-7: Environmental Stewardship update; (vi) Board Work Plan – Systems Committee Items; and (vii) Summary of Meeting.

Supporting Data

Agenda

NC2 Economizer Ash Segregation - Labor Contract Award

- S. A. Eidem, Director, Engineering Services, presented the following information to support Board of Directors approval to award RFP No. 6130 for Nebraska City Station Unit 2 segregation of ash streams.
 - a. NC2 economizer fly ash is currently mixed with NC2 wet bottom ash and is discharged into disposal trucks. Under certain operating conditions, this has caused safety incidents. The installation of the new ash piping system, tied into existing Nebraska City Station Unit 1 equipment, will eliminate the safety hazard by segregating the ash streams.
 - b. Installation of the piping system will occur during the summer of 2024.
 - c. Three bids were received in response to Request for Proposal No. 6130. All bids were determined to be legally and technically responsive.

Requesting authorization by the Board to award a contract to Extreme Precision Industrial Contractors LLC for labor and material services to install the new ash piping system for Nebraska City Station Unit 2 based on the evaluation of RFP No. 6130 in the amount of One Million Seventy-Two Thousand Four Hundred Fifty-Seven Dollars (\$1,072,457.00).

The Board was scheduled to vote on this matter at the April 18, 2024 board meeting.

Supporting Data

Datasheet
Letter of Recommendation
Tabulation of Bids
Legal Opinion
Resolution

SD-4: Reliability Monitoring Report

- C. J. Zavadil, Director, Asset Management, provided the following to ensure full board review, discussion and acceptance of the SD-4: Reliability 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. The Board subsequently updated SD-4: Reliability on November 16, 2023.

- b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process.
- c. The System Management and Nuclear Oversight Committee is responsible for evaluating Board Policy SD-4: Reliability.
- d. The System Management and Nuclear Oversight Committee has reviewed the SD-4: Reliability Monitoring Report and finds that OPPD is taking reasonable and appropriate measures to comply with the policy.

The System Management and Nuclear Oversight Committee requests Board approval of the SD-4: Reliability Monitoring Report.

The Board was scheduled to vote on this matter at the April 18, 2024, meeting.

Supporting Data

Datasheet Exhibit A – Monitoring Report Resolution

RFP 6134 – Bennington Expansion Transmission Construction

- S. J. Hanson, Director, Engineering, provided the following report to support Board authorization to award a contract for construction services regarding transmission construction near Bennington, Nebraska.
 - a. An existing 161kV transmission line will be rebuilt in support of a new substation near Bennington, Nebraska due to load growth in the community.
 - b. Construction labor includes the following:
 - Structure erection and framing.
 - Installation of conductor, shield wire, and fiber optic ground wire.
 - Removal of existing structures, conductor, shield wires, and transmission line hardware.
 - c. Nine (9) proposals were received. Eight (8) proposals are legally responsive and all eight (8) are technically responsive.
 - d. Construction is anticipated to begin in June 2024 and conclude in September 2024.
 - e. The proposal from Altitude Energy LLC was evaluated to be the lowest and best.

Requesting Board authorization to award a labor contract to Altitude Energy LLC in the amount of Two Million, Eight Hundred Thirteen Thousand, Five Hundred Forty-Seven Dollars and Eighty-Seven Cents (\$2,813,547.87) for the procurement of construction services to construct and modify the transmission lines based on the evaluation of RFP No. 6134 Bennington Expansion Transmission Construction

The Board was scheduled to vote on this matter at the April 18, 2024, meeting.

Supporting Data

Datasheet

Analysis of Proposals Tabulation of Bids Legal Opinion Resolution

North Omaha Station Unit 5 (NO5) Replacement LP Turbine Blades - Engineer's Certification

- S. A. Eidem, Director, Engineering Services, presented the following information to support Board approval to provide parts and services for replacing turbine blades on North Omaha Station Unit 5.
 - a. During a recent North Omaha Station Unit 5 turbine inspection, cracking was found on the low pressure (LP) turbine L-0 blades creating challenges for continued operation.
 - b. The unit is currently in a scheduled outage and replacement of the blades is needed to ensure safe and reliable operations.
 - c. The District's engineer has certified the complex nature of the work and that use of the sealed bid process is impractical and not in the public interest.

Requesting board approval of the Engineer's Certification and authorization for management to negotiate and enter into contract(s) for the replacement of LP L-0 turbine blades at North Omaha Station Unit 5.

The Board was scheduled to vote on this matter at the April 18, 2024, meeting.

Supporting Data

Datasheet
Letter of Recommendation
Engineer's Certificate
Legal Opinion
Resolution

Committee Agenda Item 9: Other Business

Confirmation of Board Meeting Agenda

The Board members reviewed the agenda for the Board meeting on Thursday, April 18, 2024. The meeting 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

The Board reviewed changes to the board work plan since the March board meeting.

New Generation and Transmission Update

S. A. Eidem, Director, Engineering Services and C. L. Waszak, Manager, Renewable Energy Resources, provided the following update on the large number of bulk electric system projects that are advancing through the planning, engineering, and construction phases of their respective project lifecycles.

- a. Standing Bear Lake Station: The approximate 150MW reciprocating internal combustion engine (RICE) facility in Douglas County, Nebraska is advancing through the construction and is expected to be operational near the end of 2024, 92.4% complete.
- b. Turtle Creek Station: The approximate 450MW simple cycle combustion turbine (CT) facility in Sarpy County, Nebraska is advancing through the construction phase and is expected to be operational near the end of 2024, 84.2% complete.
- c. Solar: Major activities were completed on the efforts for the approximate 81MW solar facility located in Saunders County, Nebraska with testing efforts underway supporting an expected operations mid-2024, 95% complete. Project development efforts are still underway for the potential 310MW K Junction project in York County, Nebraska.
- d. Energy Storage: Feasibility study and siting analysis activities for approximately 125 MW of battery storage that was identified in the near-term generation resource plan are in the beginning phases.
- e. Cass to Sarpy Transmission: The network expansion for 345kV transmission infrastructure from Cass County, Nebraska to Sarpy County, Nebraska continues to advance.
- f. New Generation Natural Gas: The Power Review Board unanimously approved the applications for both natural gas facilities at the March 15, 2024 hearing. Request for Qualifications (RFQ) has been issued to potential suppliers of Engineer, Procure, Construction (EPC) services as a first step in supplier sourcing. Project scoping activities are progressing.
- g. North Omaha Station Refuel and Retire: North Omaha Station Unit 5 planned outage commenced on March 1, 2024. Activities to improve reliability of the unit and eventual fuel conversion projects are in the outage scope.

Supporting Data

Datasheet

Opportunity for Public Comment on Items of District Business

Chair Williams asked for comments from the public in attendance on items of District business. There were no comments.

Chair Williams asked for comments from members of the public on WebEx. There was one comment.

David Corbin, 1002 N. 49th St, representing the Nebraska Sierra Club, provided comments on LB 399 and LB1370,

There being no further business, the meeting adjourned at 1:53 p.m.

S. M. Focht

S. M. Fort

S. M. Fort

S. M. Focht

Vice President – Corporate Strategy and

Sr. Board Operations Specialist

Governance and Assistant Secretary