

# Agenda

## OPPD Board of Directors – All Committees Meeting

Tuesday, October 15, 2024

**CLOSED SESSION – 9:00 A. M. – PUBLIC SESSION 10:00 A.M.**

*Conducted in person at BCBS, Aksarben Conference Room and virtually via WebEx audio/video conference. Public may attend remotely by going to [www.oppd.com/CommitteeAgenda](http://www.oppd.com/CommitteeAgenda) to access the WebEx meeting link or the public may watch the WebEx at BCBS, 1919 Aksarben Dr –Wahoo Room Omaha, NE, which will be set up as a physical location to view the WebEx.*

	<b>TOPIC</b>	<b>TYPE</b>	<b>PRESENTER</b>	<b>TIME*</b>	
1.	<b>Chair Opening Statement</b>		Williams	<b>9:00</b>	<b>A.M.</b>
2.	<b>Closed Session</b>			<b>9:05</b>	<b>A.M.</b>
	Customer Growth Update	Reporting	McAreavey	45	min
	<i><b>Break – Open WebEx to Allow Public to Join</b></i>			<b>9:50</b>	<b>A.M.</b>
3.	<b>Public Session – Chair Opening Statement</b>		Williams	<b>10:00</b>	<b>A.M.</b>
4.	<b>Safety Briefing</b>		Fernandez	<b>10:05</b>	<b>A.M.</b>
5.	<b>Governance Committee</b>			<b>10:10</b>	<b>A.M.</b>
	Governance Chair Report (10/08/24)	Reporting	Bogner	5	min
	Risk Committee Charter	Action	Focht	10	min
	President and CEO Emergency Succession Plan	Action	Focht	10	min
6.	<b>Finance Committee</b>			<b>10:35</b>	<b>A.M.</b>
	Finance Chair Report (10/04/24)	Reporting	Spurgeon	5	min
	Regulatory Accounting for 2024 Storm Costs	Action	Bishop	15	min
	2024 COP Excess Expenditures Request	Action	Bishop	5	min
7.	<b>Customer &amp; Public Engagement Committee</b>			<b>11:00</b>	<b>A.M.</b>
	C & PE Chair Report (10/07/24)	Reporting	Howard	5	min
	SD-13: Stakeholder Outreach and Engagement Monitoring Report	Action	Olson	15	min
	<i><b>Break for Lunch</b></i>			<b>11:20</b>	<b>A.M.</b>
8.	<b>System Management &amp; Nuclear Oversight Cmte</b>			<b>12:20</b>	<b>P.M.</b>
	SM & NO Chair Report (10/02/24)	Reporting	Moody	5	min
	SD-7: Environmental Stewardship Monitoring Report	Action	Fleener	20	min
	SD-7: Environmental Stewardship Revision	Action	Fleener	20	min
9.	<b>Other Business</b>			<b>1:05</b>	<b>P.M.</b>
	Confirmation of Board Meeting Agenda	Action	Williams	5	min
	Review of Board Work Plan	Discussion	Williams	5	min
	New Generation and Transmission Update	Reporting	Via/Underwood	15	min
	Opportunity for Public Comment on Items of District Business	Public Comment			

\* All times and duration are estimates. Please use the link below to find board agendas, materials and schedules. Board governance policies and contact information for the board and senior management team also can be found at [www.oppd.com/BoardMeetings](http://www.oppd.com/BoardMeetings).

## Physical Safety



Feeling ill?



Locate AED's, exits  
and first aid



Environmental  
hazards



Identify help



Active threat

## Psychological Safety



Respect



Healthy conflict



Multiple  
perspectives



Trust



Culture of  
curiosity

## CyberSecurity

**See something, say something** – the sooner the better • Identify unknown phone number(s) or person(s) in virtual meetings



**Central Station:** 531-226-3700 for an emergency  
**Safety:** 531-226-7233 (SAFE) to report a safety issue  
**OPPD Service Desk:** 531-226-3848  
**Huddle Space Security:** 402-982-8200

Your Energy Partner®  
**OPPD**  
Omaha Public Power District

# Safety Focus for October

## 1. Fatigue

*Be mindful of fatigue as we enter the fall and winter months. Shorter days and longer nights can disrupt your circadian rhythm.*

## 2. Contractor Oversight

*Ensure all parties involved in contractor work (i.e., the contract owner and non-OPPD personnel) are familiar with all applicable policies and procedures prior to starting work.*

## 3. Fire Safety

*Whether you're at home, at work, on vacation, or anywhere else, it's important to know how to prevent fires and what your reaction should be in the event of a fire. Always have a plan!*



## Pre-Committee Agenda

GOVERNANCE PRE-COMMITTEE MEETING  
WEBEX VIDEOCONFERENCE  
October 8, 2024, 8:00 – 9:00 A.M.

1. Safety Briefing (Purnell – 2 min)
2. Prior Month Pre-Committee Action Items (DeSeure – 1 min)
  - a. Objective: Review and confirm prior pre-committee action items have been completed.
  - b. **Action Item #1** – Mr. Focht to draft a recommendation for additions to the 2024/25 Board Workplan for committee review/comment in October. **In progress**  
**Action Item #2** – Mr. Focht to draft new committee charter for potential Risk/Audit committee for the Governance Committee to review in October. Will be available several weeks prior to the pre-committee meeting. **Complete**  
**Action Item #3** – Director Williams to discuss GP-6 language changes with CEO Fernandez and if it needs to stay on the Board Work Plan. **In progress**  
**Action Item #4** – Ms. Lane to update the Board Work Plan start and finish dates for the CEO succession plan. **Complete**
3. Leading Resources Inc. Synopsis Update and Discussion (Focht) 10 min
  - a. Objective: Review recommendation and determine next steps
4. President and CEO Emergency Succession Plan (Focht) 10 min
  - a. Review draft emergency succession plan and determine next steps
5. (Audit) Risk Committee Charter (Focht – 10 min)
  - a. Objective: Review draft Charter and answer Committee member questions.
6. 2024 Engagement Survey Results (Purnell – 5 min)
  - a. Objective: Discuss and determine inclusion for November Board plan
7. Governance Committee Planning Calendar (Focht/Purnell – 2 min)
  - a. Objective: Review and confirm items on the Planning Calendar.
8. Board Work Plan – Governance Committee Items (Focht – 2 min)
  - a. Objective: Review current board work plan and discuss status updates.
9. Summary of Meeting (2 min)

a. Objective: Summarize action items from committee discussion.

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ALL COMMITTEES – October 15, 2024

<b>GOVERNANCE COMMITTEE</b>	<b>TYPE</b>	<b>PRESENTER</b>	<b>TIME</b>	<b>MINS</b>
Governance Pre-Committee (10/08/2024)	Reporting	Bogner	5	min
(Audit) Risk Committee Charter	Action	Focht	10	min
President & CEO Emergency Succession Plan	Action	Focht	10	min



# Action Item

## BOARD OF DIRECTORS

October 15, 2024

### ITEM

To Establish a New Risk Committee

### PURPOSE

Establish the Risk Committee, a new standing committee to provide oversight for enterprise-wide risk management, incorporating the responsibilities previously assigned to the Audit Subcommittee.

### FACTS

- a. The Board of Directors established standing committees to assist the Board in its ongoing work and activities.
- b. Board Resolution 4986 established an Audit Subcommittee on April 13, 2000, accountable to the Finance, Insurance and Audit Committee (since renamed to "Finance Committee"), to oversee the quality and integrity of the accounting, auditing and reporting practices of the District.
- c. Through the Board's annual standing committee charter review in March-April 2024, and subsequent Board Workshop in August 2024, the Board indicated an interest in creating a standing committee that, in response to the dynamics of today's electric utility environment, would provide oversight for enterprise-wide risk management, including the responsibilities assigned to the Audit Subcommittee.
- d. Duties and responsibilities for the proposed Risk Committee are incorporated into a draft charter for Board consideration along with requisite revisions to bylaws, committee charters and board policies to effectuate the establishment of the Risk Committee.
- e. The current Audit Subcommittee would be dissolved and its responsibilities would be absorbed into the Risk Committee.

### ACTION

Establish a new Risk Committee as outlined in the Charter set forth in Exhibit A and approve updates to the District's bylaws, committee charters and board policies, as shown in Exhibit B through Exhibit D.

#### RECOMMENDED:

Signed by:

*Scott M. Focht*

Scott M. Focht

Vice President – Corporate Strategy and Governance

#### APPROVED FOR BOARD CONSIDERATION:

Signed by:

*L. Javier Fernandez*

L. Javier Fernandez

President and Chief Executive Officer

#### Attachments:

Exhibit A – Risk Committee Charter

Exhibit B – OPPD Bylaws

Exhibit C – Governance Committee Charter, Finance Committee Charter

Exhibit D – Board Policies

Resolution

**Omaha Public Power District  
Risk Committee Charter  
As of [insert date]**

The Board of Directors of the Omaha Public Power District (the "Company") has adopted this charter for its Risk Committee (the "Committee"). This charter is intended to supplement the provisions in the Company's Bylaws and comply with the Board Governance Policies pertaining to the committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of the committee chairs of Governance, Finance, Customer & Public Engagement and System Management & Nuclear Oversight committees of the Board. The member may designate someone from the committee they chair to attend meetings in their place. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet quarterly and more often if it deems additional meetings are appropriate.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.
9. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.

10. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the Committee shall keep the full Committee informed of its activities.
11. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees.

**Duties and Responsibilities**

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

GP-13	External Auditor Relationship
GP-14	Board Expense Reimbursement
BL-2	Outside General Counsel Relationship
BL-3	Board – Corporate Audit Relationship
BL-11	Settlement of Claims and Litigation
SD-10	Ethics
SD-12	Security and Information Management
SD-15	Enterprise Risk Management

2. Financial Reporting and Disclosure
  - Review the integrity and accuracy of OPPD's financial statements and disclosures, ensuring transparency and accountability to ratepayers, bondholders, and regulatory bodies.
  - Oversee significant accounting practices, policies, and estimates, especially those specific to the public power sector, such as rate stabilization funds, capital improvements, and depreciation of utility assets.
  - Review with management and auditors the annual reports before submission to the Board, ensuring compliance with public sector reporting standards.
3. External Audit
  - Oversee the selection, appointment, and performance of external auditors, ensuring they have expertise in public utilities and municipal auditing practices.
  - Review the findings of external audits, including OPPD's compliance with Generally Accepted Government Auditing Standards (GAGAS) and other applicable public utility standards.
  - Ensure external auditors remain independent, objective, and qualified to assess OPPD's financial and operational risks.
  - Discuss audit scope, results, and any material weaknesses or significant findings with the external auditor. These discussions shall include consideration of the quality of the District's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate.



- Provide the auditors full access to the Committee to report on all appropriate matters
4. Internal Audit
- Ensure the internal audit function remains independent, objective, and qualified to assess OPPD's financial and operational risks by reviewing the internal audit charter, audit plan and resources, authority and access to information.
  - Regularly review the findings from internal audit reports and monitor the implementation of correction actions to ensure timely resolution of significant issues.
  - Ensure internal audit contributes to maintaining the integrity and reliability of OPPD's financial reporting, compliance and control processes.
5. Internal Controls
- Review and assess the effectiveness of internal controls, particularly those related to revenue collection, rate setting, procurement, and energy trading.
  - Ensure OPPD has appropriate controls in place for managing and maintaining infrastructure investments, including capital projects and long-term maintenance of critical assets like transmission lines and substations.
  - Monitor significant deficiencies in internal controls, fraud risk, or control failures, and ensure appropriate corrective actions are taken.
  - Discuss with Management, the internal auditors and the independent external auditors the quality and adequacy of the District's internal controls.
6. Risk Management
- Oversee OPPD's risk management framework, ensuring it promotes the prudent identification and mitigation of key risks specific to the public power sector, such as regulatory risks, operational outages, environmental compliance, and cybersecurity threats to grid infrastructure.
  - Review OPPD's processes for managing financial risks, including rate stabilization, fuel price volatility, energy procurement contracts, and insurance coverage for assets.
  - Ensure disaster recovery and business continuity plans are in place to address potential service disruptions due to natural disasters, cyber-attacks, or other emergencies.
  - Review OPPD's compliance programs to ensure compliance with federal, state, and local regulations, such as greenhouse gas emissions, renewable energy targets, and worker safety regulations.
7. Compliance and Ethics
- Ensure OPPD adheres to laws, regulations, and policies governing public power utilities, including open meeting laws, public bidding procedures, and environmental regulations.
  - Review significant reports of non-compliance, misconduct, or ethical violations, and recommend corrective actions.
  - Promote a culture of transparency, accountability, and ethical behavior across all levels of the organization, emphasizing OPPD's mission of serving the public.
8. Regulatory and Legislative Oversight

- Monitor changes in laws and regulations impacting public utilities, including federal and state energy policies, renewable energy standards, and municipal bond market regulations.
  - Ensure the utility has strategies in place to comply with evolving regulatory requirements, including reporting to the public and bondholders, and implementing programs such as energy efficiency, conservation, and demand-side management.
9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

#### **EVALUATION OF THE COMMITTEE**

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*

**OMAHA PUBLIC POWER DISTRICT**

**BYLAWS**

*With all Amendments to ~~May 18, 2023~~[insert date]*

**ARTICLE I – THE BOARD OF DIRECTORS**

**SECTION 1. POWERS.** The corporate powers of the District shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon the District's customers the benefits of a successful and profitable operation and conduct of its business.

**SECTION 2. BOARD OFFICERS.** The Chair of the Board, the Vice Chair of the Board, the Secretary and the Treasurer of the District shall be elected by the Board, from among its members, at its regular January meeting. Such officers shall serve for a term of one year and until the election of their successors, and may be removed from office during such term only by the affirmative vote of not less than five Directors at a regular meeting of the Board or a special meeting called for that purpose.

**SECTION 3. DUTIES OF BOARD OFFICERS.** The Chair of the Board shall be the presiding officer of the Board and shall be the spokesperson of the Board in public announcements pertaining to its conduct of the District's affairs. In the event of the disability or absence of the Chair of the Board, his or her duties shall devolve upon the Vice Chair of the Board. The Secretary and the Treasurer may perform any of the customary duties of such offices.

**ARTICLE II – OTHER OFFICERS**

**SECTION 1. APPOINTMENT.** The other officers of the District shall be a President and such assistants thereto and to the Secretary and the Treasurer as the Board shall deem necessary in handling the affairs and transacting the business of the District. Such officers shall be appointed by the Board and shall serve at its pleasure.

**SECTION 2. DUTIES.**

- (a) **THE PRESIDENT AND ASSISTANTS.** The President shall be the Chief Executive Officer of the District and, subject to the control of the Board of Directors, shall manage, conduct and administer the affairs of the District in an efficient and economical manner. The Vice Presidents shall carry out such duties as may be delegated to them by the President. In addition, one shall act in the stead of the President during the absence or disability of the latter.
- (b) **ASSISTANT SECRETARIES.** An Assistant Secretary, or his or her designee, shall record and keep the minutes and be the official custodian of the records of the acts and proceedings of the Board, as well as all documents pertaining thereto.

Assistant Secretaries shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. In addition, one shall act in the stead of the Secretary during the absence or disability of the latter.

- (c) **ASSISTANT TREASURERS.** An Assistant Treasurer shall keep accounts of all monies received and disbursed by the District, and shall deposit all monies in such depositories as the Board may designate. Assistant Treasurers shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. All checks for the payment of money shall be signed by the Treasurer or an Assistant Treasurer. Assistant Treasurers shall also perform such other duties as may be assigned to them by the Treasurer. In addition, one shall act in the stead of the Treasurer during the absence or disability of the latter.

### **ARTICLE III – COMMITTEES**

**SECTION 1. STANDING COMMITTEES.** The following standing committees are hereby established, each to consist of two or more members of the Board appointed by the Chair of the Board, with the concurrence of the Board:

- (a) Governance
- (b) Finance
- (c) Customer and Public Engagement
- (d) System Management and Nuclear Oversight
- (e) Risk

**SECTION 2. SPECIAL COMMITTEES.** In addition to the foregoing standing committees, the Chair of the Board may, with the concurrence of the Board, from time to time appoint such special committees as may be deemed appropriate to investigate, report on and make recommendations regarding any aspect of the operation and conduct of the District's business.

**SECTION 3. DUTIES AND POWERS.** These committees shall constitute fact-finding agencies whose duty it is to investigate questions within the natural scope of the function indicated by their titles, and report the facts, together with their recommendations to the Board for action. No committee shall have the power to act on matters requiring Board approval without advance specific authorization from the Board.

**SECTION 4. REFERENCE TO COMMITTEES.** Except as otherwise specifically provided by these Bylaws, reference to a committee shall not be a prerequisite to action by the Board.

### **ARTICLE IV – MEETINGS**

**SECTION 1. TIME.** The Board annually shall approve a schedule of regular Board meetings. Regular meetings of the Board shall be held as specified in the adopted schedule at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at

such other time and/or place as specified in the notice of meeting, including audio and video conference as provided in the Open Meetings Act. Special meetings may be held at the call of the Chair of the Board, or upon the written request of two members of the Board, at such time and place as is designated in the notice thereof.

**SECTION 2. QUORUM.** Five members of the Board shall constitute a quorum for the transaction of business. Any meeting at which a quorum is not present may be recessed by oral or written directive of the Chair of the Board, (or in his or her absence, the Vice Chair of the Board or any other two members of the Board), until a date and time when a quorum can be obtained.

**SECTION 3. AFFIRMATIVE ACTION.** All actions of the Board of Directors shall require the affirmative vote of not less than five members of the Board.

**SECTION 4. AGENDA.** An agenda of matters to be acted upon at any regular meeting of the Board shall be prepared by an Assistant Secretary, or his or her designee, and (whenever reasonably possible) shall be delivered to each Director on the Friday preceding the meeting. Any matter shall be put on the agenda at the request of any member of the Board if made 24 hours preceding the meeting. No new matters shall be acted upon at that meeting without the affirmative vote of not less than five members of the Board. The foregoing shall not foreclose any citizen of the privilege of being heard, at any meetings on any matter relating to the District's operations, subject to such reasonable time and relevancy limitations as the Chair of the Board, with the concurrence of the Board, may set.

**SECTION 5. NOTICE.** Written notice of all meetings shall be simultaneously transmitted by e-mail (or personal delivery) to all members of the Board, and communicated to the public by notifying the local news media, by publicizing same in the Outlets newsletter and on OPPD.com, and by displaying a notice thereof on the Arcade Level of Energy Plaza. The notice so displayed shall state the time and place of the meeting and shall advise that a copy of the proposed agenda for the meeting is being maintained, on a current basis, and is readily available for public inspection in the office of an Assistant Secretary of the District, or his or her designee.

**SECTION 6. NOTICE – EMERGENCY MEETINGS.** Notwithstanding the provisions of Section 5, when it is necessary to hold an emergency meeting without reasonable advance public notice, the nature of the emergency shall be stated in the minutes of the meeting and any formal action taken in such meeting shall pertain only to the emergency. Such emergency meetings may be held by means of electronic or telecommunication equipment. As to any emergency meetings, the Secretary shall make a reasonable effort to provide advance notification to the news media of the time and place of such meetings, and the subjects to be discussed at the meetings. Complete minutes of such emergency meetings specifying the nature of the emergency and any formal action taken at the meeting shall be made available to the public by no later than the end of the next regular business day.

**SECTION 7. RECESS.** Regular meetings may be terminated by adjournment, or may be continued by recessing until a stated day and time prior to the next regular meeting, but no new matters may be acted upon when reconvened after recess without the affirmative vote of not less than five members of the Board.

**SECTION 8. ROLL CALL.** Any formal official action on any question or motion duly moved and seconded shall be taken only by roll call vote of the Board of Directors in open session convened and the record shall show how each member voted, or was absent or was not voting.

**SECTION 9. PROXIES PROHIBITED.** No Director may vote by proxy.

**SECTION 10. COPIES OF MINUTES.** Except as provided in Section 6, insofar as is reasonably possible an Assistant Secretary, or his or her designee, shall prepare and deliver a copy of the minutes of each meeting of the Board to each Director within ten days after its adjournment.

#### **ARTICLE V – CLOSED SESSIONS**

**SECTION 1. CLOSED SESSIONS.** Any regular or special meeting of the Board of Directors duly convened, may be closed to the public upon the affirmative vote of the majority of the members present, taken in open session, if a closed session is required under the Open Meetings Act, Nebraska Revised Statute § 84-1407, et seq., as amended from time to time (“Open Meetings Act”), and the Board of Directors shall comply with the provisions of the Open Meetings Act.

**SECTION 2. VOTING.** The vote to hold a closed session will be by roll call taken in open session and shall be conducted in accordance with the provisions of the Open Meetings Act.

**SECTION 3. CHALLENGE.** Any member of the Board may challenge the continuation of a closed session in accordance with the provisions of the Open Meetings Act. Such challenge and its disposition shall be recorded in the minutes.

**SECTION 4. COMMITTEE MEETINGS.** The provisions of Sections 1, 2 and 3 of this Article shall have no application to any meetings of committees of the Board, unless such committees are holding hearings, making policy or taking formal action on its behalf, pursuant to Article III, Section 3 of the Bylaws.

#### **ARTICLE VI – EMPLOYMENT**

**SECTION 1. SALARIES.** The salaries or other compensation of all officers and employees of the District shall be fixed by general rule or classification except those which by law require a recorded vote of the Directors.

**SECTION 2. SELECTION OF EMPLOYEES.** All employees, other than officers

appointed by the Board, shall be selected in conformance with the District's established personnel practices and procedures which have been approved by the Board.

## **ARTICLE VII – MISCELLANEOUS**

**SECTION 1. BUDGET.** An annual budget shall be adopted by the Board of Directors. No substantial departure, which would exceed the total approved budget, shall be made without first submitting the matter to and obtaining the approval of the Board.

**SECTION 2. PRESIDENT'S MONTHLY REPORT.** The President shall make a monthly report to the Board in writing or at a meeting concerning the operations of the District for the previous month.

**SECTION 3. INSPECTION OF DISTRICT RECORDS.** Records of the District shall be at all times subject to inspection and examination by the public during business hours, when a request therefor is made in good faith to the President, and the information is sought for a legitimate public purpose.

**SECTION 4. LIABILITY OF DIRECTOR, OFFICER OR EMPLOYEE.** If any legal action shall be brought against any Director, Officer or employee of the District, based upon the negligent error or omission of such official while in the performance of his or her lawful duties, the District shall defend such official against such action and if final judgment is rendered against such official, then the District shall pay such judgment in his or her behalf and shall have no right to restitution from such official.

## **ARTICLE VIII – SUSPENSION OF BYLAWS**

**SECTION 1. IN EMERGENCY.** These Bylaws may be suspended for a particular meeting by the recorded vote of not less than five members of the Board if and to the extent made necessary by a serious emergency and consistent with existing law, the nature of the emergency being described in the motion or resolution.

## **ARTICLE IX – SEAL**

The Seal of the District shall be circular in form, with the words on the outside edge, "Omaha Public Power District, Omaha, Nebraska," and in the center the words, "Corporate Seal, Created 1945," a copy of which is impressed herein.

## **ARTICLE X – AMENDMENT TO BYLAWS**

These Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, by the affirmative vote of not less than five members of the Board.

**Omaha Public Power District  
Governance Committee Charter  
As of May 18, 2023**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Governance Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of four members: (i) the current Board Chair, (ii) the preceding Board Chair, (iii) the current Vice Chair, and (iv) the Chair of the Finance Committee. The Chair of the Governance Committee will be the preceding Chair of the Board of Directors.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
4. The Committee shall meet at a designated date and time, prior to the regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
5. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
6. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
7. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.
8. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.
9. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.



10. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting, and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all Company records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

### **Duties and Responsibilities**

1. The Committee shall review composition and organization of the Board, including standing committee assignments, in accordance with the Bylaws and Board Governance Policies.
2. The Committee shall review and recommend any proposed amendments to the Company's Petition for Creation and Bylaws for appropriate action by the Board.
3. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

- SD-1 - Strategic Foundation
- SD-8 - Employee Relations
- ~~SD-10 - Ethics~~
- ~~SD-12 - Information Management and Security~~
- ~~SD-15 - Enterprise Risk Management (with quarterly updates)~~
- BL-1 - Board-President and Chief Executive Officer Relationship
- BL-1A - Board-OPPD Officer Relationship
- ~~BL-2 - Board-Outside General Counsel Relationship~~
- ~~BL-3 - Board-Corporate Audit Relationship~~
- BL-4 - Board-Corporate Secretary Relationship
- BL-5 - Unity of Control
- BL-6 - President and Chief Executive Officer's Performance Evaluation
- BL-7 - Delegation to the President and Chief Executive Officer
- GP-1 - Purpose of the Board
- GP-2 - Governance Focus
- GP-3 - Board Job Description
- GP-4 - Agenda Planning
- GP-5 - Election of Board Officers
- GP-6 - Role of the Board Officers
- GP-7 - Guidelines for Board Member Behavior
- GP-8 - Board Committee Principles
- GP-9 - Board Committee Chairs
- GP-10 - Board Training, Orientation
- GP-11 - Board Review of Internal Records

- GP-12 - Board Compensation and Benefits
- ~~GP-14 - Board Expense Reimbursement~~

4. The Committee shall assist the Board in reviewing the Company's Strategic Plan, ensuring alignment with the goals of the Strategic Directives set forth in the Board Policies.
5. The Committee shall be responsible for reviewing executive management development and succession planning and making recommendations to the Board regarding such plan.
6. The Committee shall review the Company's compensation policies and benefit programs and how they relate to the attainment of goals. The Committee shall recommend to the Board the compensation philosophy and guidelines for corporate officers.
7. The Committee shall be responsible for reviewing the evaluation of corporate officer performance, as provided by the CEO, and any compensation recommended by the CEO based on the performance evaluation.
8. The Committee shall review and make recommendations to the Board concerning any contracts or other transactions with current or former executive officers of the Company, including consulting agreements, employment contracts and severance or termination agreements.
9. The Committee shall review management's recommendations on health, retirement, and other related employee benefit programs, such as supplemental retirement savings plans, 457 and 401(k), provisions and participation levels.
10. The Committee shall review and recommend for approval by the Board any additional employee benefit plans and any amendments to employee benefit plans, including those currently in effect and those that may be added in the future, except:
  - a. amendments that do not alter the purpose of the plan;
  - b. amendments that are required by applicable tax law;
  - c. amendments that do not change the participants eligible to participate in the plan nor the intended benefits of the plan;
  - d. amendments to correct obvious errors such as typographical or grammatical errors;
  - e. amendments required by changes in legal requirements applicable to the plan; and
  - f. amendments necessary to clarify the meaning of one or more provisions of the plan.

11. The Committee shall have oversight responsibility regarding conflicts of interest. The Committee shall have authority to consider requests for waivers for the Chief Executive Officer (“CEO”) of the Company’s Employee Code of Ethics and Business Conduct.
12. The Committee shall review labor management issues and collective bargaining contract issues prior to any contract renewals.
13. The Committee shall review the nature and adequacy of information supplied to directors regarding Company activities, industry trends, and public policy developments.
14. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

#### **Committee Evaluations**

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*

**Omaha Public Power District  
Finance Committee Charter  
As of ~~May 18, 2023~~[insert date]**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Finance Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of at least three Directors of the Board, including the Treasurer of the Board of Directors, who will be the Committee Chair. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet at a designated date and time, prior to the regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or their designee, shall report to the full Board on Committee matters at the regularly scheduled Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.

9. An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.
10. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.
11. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

### **Duties and Responsibilities**

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
  - SD-2 - Rates
  - SD-3 - Access to Credit Markets
  - SD-14 - Retirement Plan Funding (*with quarterly updates*)
  - ~~BL-11 - Delegation to the President and Chief Executive Officer – Settlement of Claims and Litigation~~
  - BL-13 - Delegation to the President and Chief Executive Officer – Grants
  - BL-15 - Delegation to the President and Chief Executive Officer – Funding and Investments
  - ~~GP-13 - External Auditor Relationship~~
2. The Committee shall assist the Customer and Public Engagement Committee and System Management and Nuclear Oversight Committee with the annual review of Board Policy SD-9: Resource Planning.
3. The Committee shall review and recommend proposed rate structure adjustments to the Board and ensure that there is appropriate consideration of public input.
4. The Committee is responsible for the review and oversight of the governance, performance, and funding of the Retirement Plan and Other Post Employment Benefit (OPEB) Plans.
5. The Committee shall assist the Board and collaborate with management in procuring and evaluating services provided for Rate Consulting and the Consulting Engineering services, relevant to the duties of the Finance Committee.


6. The Committee shall assist the Board in reviewing the Corporate Operating Plan and the financial results of the Company.
7. The Committee will review the ~~Audit Risk Subcommittee~~ Committee reports, including Internal and External Auditor Reports, relevant to the duties of the Finance Committee.
8. The Committee shall review the District's performance in the Southwest Power Pool Integrated Market.
9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

### **Committee Evaluations**

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*

## Exhibit D

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name:  <span style="color: orange;">GP-8: Board Committee Principles</span>	Monitoring Method:	<del>Governance-Risk</del> Committee Board Report
		Frequency:	Annually
Date of Approval:	October 15, 2015 May 18, 2023	Resolution No.:	6082 6567

The OPPD Board may establish standing committees and the Board Chair, with the concurrence of the Board, may establish ad hoc committees.

Standing committees shall assist the Board in its ongoing work and activities. Standing committees shall be composed of at least three Board members, including a Committee Chair, who shall be appointed by the Board Chair, with Board approval. The Board Chair is an ex officio member of all committees. Any Board member may attend and participate in the deliberations of any standing committee, if not a member, providing notice to the Corporate Secretary of their attendance. Each standing committee shall have a charter describing the committee's purpose.

The standing committees of the OPPD Board are as follows:

- Finance
- Governance
- System Management and Nuclear Oversight
- Customer and Public Engagement
- Risk

Standing committees shall meet publicly, at a frequency specified within its charter, every month prior to the regular Board meeting. Standing Committee Chairs can schedule additional committee meetings as needed. If there is a closed committee meeting, the Committee Chair will present an agenda and summary report from that closed meeting at the next public committee meeting. No public comment will be taken at public committee meetings.

Ad hoc committees shall be created for a limited duration to address a specific topic of interest to the Board. Each ad hoc committee may be composed of up to four Board members, and shall include designation of a Committee Chair and a clear statement of purpose.


All Board Committees shall report back at a publicly noticed Board or standing committee meeting on its activities. Specifically:

- All committees will ordinarily assist the Board by gaining education, considering alternatives and implications, and preparing policy alternatives.
- Board committees may not speak or act for the Board except when formally given such authority.
- Board committees cannot exercise authority over staff nor interfere with the delegation from the Board to the President and Chief Executive Officer (CEO). Because the CEO works for the full

Board, he or she will not be required to obtain approval of a Board committee before an executive action.

- As a general rule, items scheduled for Board action (including items requested by a Board member) shall first be presented to a standing committee for review.
- Standing committees shall be reviewed at least annually by the Board to determine whether they should continue.
- This policy applies to any group which is formed by Board action, whether or not it is called a Committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.




	<p>OMAHA PUBLIC POWER DISTRICT Board Policy</p>	Category:	Governance Process
	<p>Policy No. and Name:  GP-9: Board Committee Chairs</p>	Monitoring Method:	<del>Governance Risk</del> Committee Board Report
		Frequency:	Annually
Date of Approval:	<p>October 15, 2015 April 21, 2022</p>	Resolution No.:	<p>6082 6494</p>

The Committee chairs shall preside over and facilitate committee meetings.

Specifically, Committee chairs shall:


- Schedule and cancel any meetings, at their discretion, in addition to the ~~monthly-regularly~~ scheduled public committee meetings prior to the regular Board meeting.
- Review and approve the committee agendas prior to circulation of the public notice of the meeting.
- Present an agenda and summary report of items discussed at any closed committee meetings held prior to the ~~monthly-regularly~~ scheduled public committee meetings.
- Ensure that committee meetings focus on those issues which, according to Board policy, belong to the Board to decide.
- Ensure that discussion is fair, open and thorough, but also timely, orderly, and kept to the point.

	<p>OMAHA PUBLIC POWER DISTRICT Board Policy</p>	Category:	Governance Process
	<p>Policy No. and Name:  GP-13: External Auditor Relationship</p>	Monitoring Method:	<del>Finance-Risk</del> Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015	Resolution No.:	6070

Nebraska State Statute Section 70-623 states that: “The board of directors, at the close of each year’s business, shall cause an audit of the books, records and financial affairs of the district to be made by a certified public accountant or firm of such accountants, who shall be selected by the district.”

Specifically:

- The Board of Directors is responsible for hiring the District’s external auditor. Selection of the external auditor should include input from staff, the ~~Audit-SubeRisk~~ Committee and others as deemed necessary.
- The process to hire the external auditor includes obtaining a contract with the external auditor. The selection of the external auditor must be approved by the Board of Directors.

	<p style="text-align: center;">OMAHA PUBLIC POWER DISTRICT Board Policy</p>	Category:	Governance Process
	Policy No. and Name:  <p style="text-align: center;">GP-14: Board Expense Reimbursement</p>	Monitoring Method:	<del>Governance-Risk</del> Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 March 14, 2019	Resolution No.:	6070 6316

Nebraska Law (Section 70-624.02, as amended) provides that “members of the Board of Directors shall be paid their actual expenses while engaged in the business of the District under the authority of the Board of Directors....” Accordingly, Board members shall be reimbursed for expenses incurred which are appropriate in the performance of their Board-related duties and consistent with their statutory obligations.

The purpose of this policy is to establish procedures relative to expenses incurred by members of the Board of Directors in the performance of their duties; to define authorizations required to incur such expenses; to ensure uniform and fair payment of expenses; and to establish procedures for securing reimbursement.

It is expected that all Board member activities related to any expenses submitted for reimbursement will comply with the “Omaha Public Power District Board of Directors Code of Ethics and Business Conduct.”

#### REIMBURSABLE EXPENSES

Expenses eligible for reimbursement under this policy must be actual, reasonable and customary expenses incurred while conducting Board-related duties.

- Board-related duties may include, but are not limited to, Board meetings (any official Board, Committee or related meeting), OPPD business (activities that are directly related to the necessary and required functions of the District), industry-related conferences, and training/learning events.
- Expenses may include related mileage expense, meals (including tips), lodging, transportation, business meeting/events, and other miscellaneous expenses. Expenditures for alcohol and related taxes/gratuities as well as expenses for family members or personal guests are not reimbursable.

Expenses must be documented accurately and completely, and have appropriate authorization.

## TRAVEL AND TRAINING AUTHORIZATION AND APPROVAL

Each Director is authorized to travel at OPPD expense on single-day trips within the District's service area when in his/her judgment such travel is required in connection with OPPD business.

Directors shall coordinate all other travel arrangements through the office of the Corporate Secretary. Thirty days in advance, for all business trips which require overnight accommodations and for all single-day trips by commercial transportation to points outside of the District's service area, Directors shall complete a Trip Authorization (TA) form, including the estimated costs, the percentage to be paid by OPPD, and whether the expenditure will span multiple years.

- If OPPD representation is requested with shorter than thirty-day notice and travel is required, the Corporate Secretary shall notify Board members of the pending trip.
- Written travel and training justifications shall be distributed to all Board members in the Board packet for purposes of transparency and oversight.

The Corporate Secretary shall review the TA, and confirm consistency of proposed expenses with Board and OPPD travel policy. If the Corporate Secretary questions the appropriateness of any expense, clarification will first be sought from the respective Director. Any disputes resulting from the review shall be forwarded from the Corporate Secretary to the ~~Audit SubeRisk~~ Committee for review and a final determination.

Each Director is authorized up to \$3,500 during a calendar year to attend training and learning events within the continental United States when in his/her judgment such training and learning events will benefit the District. Budgeted travel and training funds shall expire at the end of each calendar year with no rollover option. If a Board member exceeds the annual authorized expenditure amount, then he/she shall reimburse OPPD within 30 days the difference between the authorized amount and actual expenditures.

Any travel outside the continental United States or any out-of-state travel to attend more than the allowed budget for training and learning will require additional approval. To obtain approval, the Director shall: (1) notify the Corporate Secretary of the travel location, purpose of the trip, date of travel, and an estimated cost; (2) the Corporate Secretary will provide the request to the ~~Audit SubeRisk~~ Committee for approval; and (3) once approved by the ~~Audit SubeRisk~~ Committee, the Corporate Secretary will place an item related to this travel on the next Board meeting consent agenda for full Board approval. If the request is denied, the Director may still attend the event at the Director's expense.

## EXPENSE REIMBURSEMENT

Sufficient documentation of expenses is necessary for reimbursement of applicable expenses. All requests for expense reimbursement from Directors shall:

- Be prepared on an OPPD Expense Report form and be submitted for payment within 30 days upon completion of a trip, and no later than sixty days from when any expense was incurred.
- Include an itemization of expenses, provide a brief explanation of the purpose of the expense, and include original receipts for all expenditures, with the exception of mileage, single-trip public transportation and tips on services (e.g. hotel housekeeping, door attendants or bellhops).

- Meal receipts must be itemized and include the name(s) of the person(s) for whom a meal was purchased as well as their respective company when non-OPPD employees are included. Tips on service may not exceed 20% of the total bill, including tax. If a receipt cannot be obtained or has been lost, a statement to that effect shall be made on the expense report form and the reason given.
- For mileage reimbursement, the business purpose, date, origin, destination and number of miles driven must be included in the supporting documentation. Business use of personal vehicles is reimbursed at the IRS standard mileage rate.
- Include a statement, signed by the Director submitting the request for reimbursement, that the expenses are actual expenses incurred while on District business and that the expenses conform to the Board Expense Reimbursement policy.

Directors shall submit their expense reports to the Corporate Secretary for review and determination that: (1) the claims for reimbursement are in accordance with this policy; and (2) the necessary budgetary funds are available for disbursement.

Any disputes resulting from the review shall be forwarded from the Corporate Secretary to the Audit SubeRisk Committee for review and a final determination.

#### REVIEW OF EXPENDITURES

All expense statements will be reported to the Board of Directors for review at its next Audit SubeRisk Committee meeting.



Bogner/Focht

**RESOLUTION NO. 6XXX**

**WHEREAS**, the OPPD Board of Directors is committed to ensuring effective governance, oversight, and management of risks that are unique to the public utility sector; and

**WHEREAS**, the Board recognizes the critical importance of having a comprehensive approach to risk management, encompassing financial, operational, regulatory, cybersecurity, and environmental risks that could impact the company's ability to deliver reliable, affordable, and sustainable power to its customers; and

**WHEREAS**, the Board previously established the Audit Subcommittee to oversee financial reporting, auditing, and compliance with financial controls; and

**WHEREAS**, the Board has determined that evolving risks in the public utility sector, such as climate-related challenges, regulatory compliance, cybersecurity threats, energy market volatility, and infrastructure maintenance, require a broader and more integrated oversight function, and that these responsibilities would be best managed by a new Risk Committee.

**NOW, THEREFORE, BE IT RESOLVED** that the Audit Subcommittee is hereby dissolved, and its responsibilities are incorporated into a newly formed Risk Committee that will oversee comprehensive enterprise-wide risk management; and

**BE IT FURTHER RESOLVED** that the Board of Directors hereby directs the necessary amendments to OPPD Bylaws, Governance Committee Charter, Finance Committee Charter, GP-8: Board Committee Principles, GP-9: Board Committee Chairs, GP-13: External Auditor Relationship and GP-14: Board Expense Reimbursement in support of the Risk Committee Charter.

This resolution shall take effect immediately upon its adoption by the Board of Directors as set forth in Exhibit A - OPPD President and CEO Emergency Succession Plan, Exhibit B – OPPD Bylaws, Exhibit C – Governance Committee Charter and Finance Committee Charter, and Exhibit D – Board Policies GP-8: Board Committee Principles, GP-9: Board Committee Chairs, GP-13: External Auditor Relationship and GP-14: Board Expense Reimbursement.



# Risk Committee Charter

Scott Focht

Vice President, Corporate Strategy and Governance

October 15, 2024



# Proposed Board Actions

- Dissolve Audit Subcommittee
- Establish Risk Committee Charter
  - Risk Committee Membership: Standing Committee Chairs (chair appointed by Board)
  - Meeting Frequency: Quarterly or more often
  - Duties and Responsibilities
    - Board Policies
    - Financial Reporting and Disclosure, External Audit, Internal Audit, Internal Controls
    - Risk Management, Compliance and Ethics, Regulatory and Legislative Oversight
- Revise OPPD governing documents
  - Bylaws
  - Committee Charters
    - Governance, Finance
  - Board Policies
    - GP-8: Board Committee Principles, GP-9: Board Committee Chairs, GP-13: External Auditor Relationship, and GP-14: Board Expense Reimbursement
    - BL-2: Outside General Counsel Relationship, BL-3: Board Corporate Audit Relationship, BL-11: Settlement of Claims and Litigation, SD-10: Ethics, SD-12: Security and Information Management, SD-15: Risk Management





# Action Item

## BOARD OF DIRECTORS

October 15, 2024

### ITEM

OPPDP President and CEO Emergency Succession Plan

### PURPOSE

To outline a clear and efficient emergency succession plan in the event of an unexpected President and CEO vacancy or absence to ensure leadership continuity and minimize operational disruptions.

### FACTS

- a. OPPD's Board of Directors is responsible for the hiring and appointment of the President and CEO.
- b. A sudden loss or absence of the President and CEO could disrupt operations and decision-making.
- c. An emergency succession plan is essential to ensure that leadership transitions are handled effectively, allowing OPPD to maintain stability, continuity and confidence during times of crisis or unexpected change.

### ACTION

Approval of OPPD President and Chief Executive Officer Emergency Succession Plan.

#### RECOMMENDED:

Signed by:

*Scott M. Focht*

B026AD4392E5483

Scott M. Focht

Vice President – Corporate Strategy and Governance

#### APPROVED FOR BOARD CONSIDERATION:

Signed by:

*L. Javier Fernandez*

AC399FDCE50247E

L. Javier Fernandez

President and Chief Executive Officer

#### Attachments:

Exhibit A - OPPD President and CEO Emergency Succession Plan

Exhibit B - GP-3: Board Job Description

Exhibit C - GP-6: Role of the Board Officers

Resolution

Omaha Public Power District  
President and CEO Emergency Succession Plan

Purpose: To ensure the continued effective management and leadership of the Omaha Public Power District (OPPD) in the event of an unexpected departure or incapacitation of its President and Chief Executive Officer (CEO).

Scope: This plan applies to all situations where OPPD's President and CEO is unable or unwilling to fulfill their duties, whether due to sudden illness, death, resignation, or any unforeseen circumstance where the President and CEO is otherwise unavailable or unable to directly delegate his/her authority to a corporate officer.

1. Immediate Response

1.1. Notification

- 1.1.1. The first executive leader to become aware of the President and CEO's unavailability must immediately notify the Vice President, Human Capital (if available).
- 1.1.2. The Vice President, Human Capital will immediately notify the designated successors outlined in Section 2 as well as OPPD's Board Chair. If the Vice President, Human Capital is unavailable, the first executive leader to become aware will contact the designated successors outline in Section 2 as well as the Board Chair.
- 1.1.3. The Board Chair will then inform all Board members and executive leadership team.

1.2. Initial Assessment

- 1.2.1. The Board Chair will consult with the Governance Committee and confirm the unavailability of the President and CEO and determine the next steps. The Board Chair shall communicate any initial steps to the Board and executive leadership team.

2. Immediate Line of Succession

2.1. Designated Successors

- 2.1.1. In the event of an immediate and unexpected availability of the President and CEO, the following executives are designated as immediate successors, in the order listed, to temporarily assume the role of President and CEO until the Board can take formal action:
  - 2.1.1.1. Chief Financial Officer (CFO)
  - 2.1.1.2. Chief Operations Officer (COO)
  - 2.1.1.3. If the designated successors are unable to assume the role of the President and CEO, the Board Chair may appoint an officer to serve in the capacity of immediate successor.

2.2. Authority and Responsibilities

- 2.2.1. The designated successor will have the full authority and responsibilities of the President and CEO as outlined in OPPD's bylaws, policies and position description.

2.2.2. The designated successor will focus on maintaining stability and continuity of operations.

### 2.3. Notification and Communication

2.3.1. The Board Chair, in collaboration with the designated successor, will communicate the temporary leadership change to all stakeholders, including employees, customers, and partners.

## 3. Interim Leadership

### 3.1. Interim President and CEO

3.1.1. As soon as the Board Chair determines it is appropriate, the Board will convene and appoint an interim President and CEO from among the executive leadership team who may/may not be the immediate designated successor.

3.1.2. Criteria for selection include familiarity with OPPD's operations, leadership capabilities, and decision-making skills.

### 3.2. Authority and Responsibilities

3.2.1. The interim President and CEO will have the full authority and responsibilities of the President and CEO as outlined in OPPD's bylaws, policies and position description.

3.2.2. The interim President and CEO will focus on maintaining stability and continuity of operations.

### 3.3. Communication

3.3.1. The Board Chair, in collaboration with the interim President and CEO, will communicate the leadership change to all stakeholders, including employees, customers, and partners.

## 4. Evaluation of Leadership Continuity

4.1. Depending upon the situation that led to the unexpected departure or incapacitation of the President and CEO, and subject to the terms of the existing employment agreement with the President and CEO, the Board will convene in closed session, when determined appropriate by the Board Chair or by the recommendation of the Governance Committee, to determine if/when/how to reinstate the prior President and CEO, keep the interim leader in place or proceed with search and selection of a long-term CEO.

## 5. Review and Update

### 5.1. Plan Review

5.1.1. The President & CEO Emergency Succession Plan will be reviewed annually by OPPD's Governance Committee to ensure its relevance and effectiveness.

5.1.2. Recommendations for updates to reflect changes in OPPD's structure, strategy, or operating environment will be brought to the Board for review and approval.


5.1.3. The Board will approve recommendations.

5.2. Documentation

- 5.2.1. The plan, along with any updates, will be documented and accessible to the Board and executive leadership team.

DRAFT

## Exhibit B

	OMAHA PUBLIC POWER DISTRICT Board Policy	Category:	Governance Process
	Policy No. and Name:  GP-3: Board Job Description	Monitoring Method:	Governance Committee Board Report
		Frequency:	Annually
Date of Approval:	July 16, 2015 April 21, 2022 April 18, 2024 <u>[insert approved date]</u>	Resolution No.:	6070 6494 6639 <u>[resolution #]</u>


The specific job duty of the OPPD Board of Directors is to ensure appropriate organizational performance.

Specifically, the Board shall:

- Serve as representatives of OPPD’s customer-owners and build relationships throughout OPPD’s service territory and the region.
- Produce and maintain written Strategic Direction, Board-Staff Linkage and Governance Process policies that clarify the Board’s role in the decision-making process between the Board and OPPD’s employees.
- Be responsible for the hiring and appointment, as well as compensation and benefit approval, of the CEO.
- Ensure the smooth and continuous operation of OPPD in the event of an unplanned absence of the CEO.
- Consult with the CEO on activities that the CEO reasonably determines presents, regardless of the size of the financial commitment: (i) a unique and significant operational risk to OPPD; (ii) a significant impact to customers; (iii) a significant impact to community relations; (iv) a significant impact to OPPD’s reputation; or (v) materially compromises the policies and goals established by the Board.
- Regularly monitor and evaluate the performance of the CEO.
- Upon the recommendation of the CEO, be responsible for the appointment, as well as compensation and benefit approval, of the Vice Presidents.
- Monitor stakeholder processes, when necessary, to ensure the Board hears the strategic viewpoints and values of customer-owners and other interested stakeholders.
- Review the strategic direction policies on the timetable specified in each policy and communicate to the CEO whether the Board finds OPPD to be meeting the requirements of the strategic direction policy. Conduct a comprehensive review of the strategic direction policies every three years.
- Review and approve the Corporate Operating Plan annually.

- Approve the issuance of tax exempt debt and other forms of debt.
- Contract with an external independent auditor to audit OPPD's finances and procedures on an annual basis.
- Contract with an independent consulting engineer and rate consultant.
- Establish rates that are fair, reasonable, and nondiscriminatory and adjusted as in a fair and equitable manner to confer upon customer-owners the benefits of a successful and profitable operation and conduct of the business of the district.
- Establish benefit plans for employees and provide oversight of investment management and administration of the District's retirement plans.
- Approve contracts and engineer certifications related to contracts, as required by law.
- Establish and approve OPPD's election subdivisions in accordance with Nebraska statutes and other legal requirements.
- Approve the sale and disposition of OPPD real estate, as required by law.
- Approve the use of eminent domain in connection with OPPD's business, as required by law.
- Perform all other actions and duties as required by law.

**Exhibit C**

	<p>OMAHA PUBLIC POWER DISTRICT Board Policy</p>	<p>Category:</p>	<p>Governance Process</p>
	<p>Policy No. and Name:</p> <p>GP-6: Role of the Board Officers</p>	<p>Monitoring Method:</p>	<p>Governance Committee Board Report</p>
		<p>Frequency:</p>	<p>Annually</p>
<p>Date of Approval:</p>	<p>July 16, 2015 February 16, 2017 <u>[insert approved date]</u></p>	<p>Resolution No.:</p>	<p>6070 6172 <u>[resolution #]</u></p>

*The Board Chair shall:*

- Ensure that all duties imposed on them as Chair are being completed.
- Be a member of the Governance Committee and a member ex officio, nonvoting member, of all Board committees.
- Preside over and facilitate all regular and special meetings of the Board, and other meetings at which a quorum of the Board is present.
- Ensure that meeting discussion focuses on matters which, according to Board policy, are appropriate for Board consideration.
- Ensure that discussion at Board meetings is fair, open and thorough, but also timely, orderly and to the point.
- Be the spokesperson of the Board in public announcements pertaining to the Board’s conduct of OPPD’s affairs.
- Appoint the Chairs of the Standing Committees with approval of the Board.
- Schedule and coordinate the annual performance evaluation of the President and Chief Executive Officer.
- Ensure that the Board’s agendas meet the goals of the annual work plan.
- Ensure a process is in place for regularly evaluating the Board’s adherence to Board policies.
- Ensure the Board is represented to outside stakeholders, organizations, and other groups.
- Have no authority to supervise or direct the President and Chief Executive Officer, apart from the authority expressly granted him or her by the Board.
- Oversee, communicate and execute OPPD’s President and CEO Succession Plan, ensuring it is properly implemented in a crisis.
- Delegate his or her authority as appropriate, but remain accountable for its use.

- Perform all other actions and duties as required by law.

*The Board Vice Chair shall:*

- Shall serve as Chair of the Board in the event of the disability or absence of the Chair.
- Be a member of the Governance Committee.
- Perform all other actions and duties as required by law.

*The Board Treasurer shall:*

- The Board Treasurer may perform any of the customary duties of the Chair and Vice Chair offices, when delegated.
- Serve as the Finance Committee Chair and preside over and facilitate the Finance Committee meetings.
- The treasurer must furnish a corporate surety bond sufficient to cover all monies in his or her possession or control, but not to exceed \$100,000.00, and the bond approved as to form and sureties by the Directors and filed with the Secretary of State.
- Perform all other actions and duties as required by law.

*The Board Secretary shall:*

- Be responsible for assuring that accurate minutes of Board meetings are prepared, in coordination with the Corporate Secretary.
- The Board Secretary may perform any of the customary duties of the Chair and Vice Chair offices, when delegated.
- Perform all other actions and duties as required by law.





Bogner/Focht

**RESOLUTION NO. 6XXX**

**WHEREAS**, the OPPD Board of Directors recognizes the critical importance of leadership continuity in maintaining the stability, reputation, and effective management of the company; and

**WHEREAS**, unforeseen circumstances, such as the sudden incapacity, resignation, or death of OPPD's President and Chief Executive Officer (CEO), could create significant operational and leadership challenges for the company; and

**WHEREAS**, the Board of Directors has a fiduciary responsibility to ensure OPPD is adequately prepared to address and mitigate the risks associated with an unexpected vacancy or absence in the President and CEO position; and

**WHEREAS**, the Board of Directors has determined that adopting a President and CEO Emergency Succession Plan is necessary to ensure the continuity of leadership and protect the interests of customer, employees, and other stakeholders.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of Omaha Public Power District hereby adopts the President and CEO Emergency Succession Plan, which establishes clear protocols for leadership transition in the event of an unexpected President and CEO vacancy or absence; and

**BE IT FURTHER RESOLVED** that the Board of Directors hereby directs the necessary amendments to Board policies *GP-3: Board Job Description* and *GP-6: Role of the Board Officers* in support of the President and CEO Emergency Succession Plan.

This resolution shall take effect immediately upon its adoption by the Board of Directors as set forth in Exhibit A - OPPD President and CEO Emergency Succession Plan, Exhibit B - GP-3: Board Job Description, and Exhibit C - GP-6: Role of the Board Officers, attached hereto.



# President and CEO Emergency Succession Plan

Scott Focht

Vice President, Corporate Strategy and Governance

October 15, 2024

# Plan Highlights

- Purpose: To ensure the continued effective management and leadership of the Omaha Public Power District (OPPD) in the event of an unexpected departure or incapacitation of its President and Chief Executive Officer (CEO).
- Scope: All situations where OPPD's President and CEO is unable or unwilling to fulfill their duties, whether due to sudden illness, death, resignation, or any unforeseen circumstance where the President and CEO is otherwise unavailable or unable to directly delegate his/her authority to a corporate officer.
- Process:



- Governance:
  - Governance Committee
  - Annual review/update

# Proposed Board Actions

- Approve President and CEO Emergency Succession Plan
- Revise OPPD governing documents
  - GP-3: Board Job Description
  - GP-6: Role of the Board Officers



## Pre-Committee Agenda

### FINANCE PRE-COMMITTEE MEETING VIDEOCONFERENCE

October 4, 2024 8:00 – 9:30 AM

- 1) Safety Briefing (de la Torre – 3 min)
  - a) Promote awareness of current safety focus.
- 2) Prior Month Pre-Committee Action Items (de la Torre – 2 min)
  - a) Objective: Review and confirm prior pre-committee action items have been completed.
- 3) Grants Update (Olson – 10 min)
  - a) Objective: Provide an update about grants being pursued and granted in support of OPPD mission.
- 4) Regulatory Accounting for 2024 Storm Costs (Bishop –15 min)
  - a) Objective: To provide the committee with information on proposed new regulatory accounting. (Action)
- 5) 2024 COP Excess Expenditures Request (Bishop – 5 min)
  - a) Objective: Briefly review the expenditure increase proposal. (Action)
- 6) 2025 COP Planning: Rate Action Preview & 5 Year Outlook (Bishop – 45 min)
  - a) Objective: Review the financial trajectory.
- 7) Board Work Plan – Finance Committee Items (5 min)
  - a) Objective: Committee members to review and confirm items on the Board Work Plan.
- 8) Summary of Meeting (de la Torre - 2 min)
  - a) Objective: Summarize action items from committee discussion.

\*\* Reminder – Audit Subcommittee Meeting October 17, 2024 1:00-2:30 PM



# Action Item

## BOARD OF DIRECTORS

October 15, 2024

### ITEM

Regulatory Accounting for 2024 Storm Costs

### PURPOSE

Approval of the Use of Regulatory Accounting for 2024 Storm Costs

### FACTS

- a. There have been an unprecedented number of storms that have impacted the District's service territory in 2024 including the storm on July 31, 2024 that resulted in a historic number of customer outages and an extraordinary amount of support to make repairs and restore power. As a result, the District incurred significant storm related costs in 2024, which would typically be recognized when the costs are incurred in accordance with accounting standards.
- b. The 2024 storm events are expected to qualify for reimbursement from the Federal Emergency Management Agency (FEMA)/Nebraska Emergency Management Agency (NEMA). However, before the revenue is recognized for these reimbursements, the Governmental Accounting Standards Board (GASB) requires execution of the grant agreement, which in this case are the approved project worksheets.
- c. GASB allows for the use of regulatory accounting to include revenues or costs in a period other than the period in which the revenues or costs would have been recognized by an unregulated entity, with Board of Directors approval.
- d. To better match the revenue from FEMA/NEMA grants to the expenditures for related storm restoration costs, Management recommends using regulatory accounting to defer recognition of these expenditures until the revenue is recognized from FEMA/NEMA. This will establish a regulatory asset for storm restoration costs that are eligible for FEMA/NEMA reimbursement. The regulatory asset will then be recognized as expense when the revenue is recognized from the FEMA/NEMA reimbursement.

### ACTION

Board approval of the use of regulatory accounting to establish a regulatory asset for storm restoration costs that are eligible for reimbursement from FEMA/NEMA for the 2024 storms.

#### RECOMMENDED:

Signed by:

*Jeff Bishop*

65F902772CFE45A...  
Jeffrey M. Bishop

Vice President and Chief Financial Officer

#### APPROVED FOR REPORTING TO THE BOARD:

Signed by:

*L. Javier Fernandez*

AC399FDCE56247E...

President and Chief Executive Officer

JMB:lmf

Attachments: Resolution



*Spurgeon/Bishop*

**RESOLUTION NO. 6xxx**

**WHEREAS**, the District incurred significant costs to repair storm damage and restore power to customers from several storms in 2024, which are expected to qualify for reimbursement from FEMA/NEMA; and

**WHEREAS**, accounting standards would typically require the District to recognize these costs when they are incurred; and

**WHEREAS**, the Governmental Accounting Standards Board (GASB) requires that grant revenues be recognized after a grant agreement is approved, which is the project worksheet for FEMA/NEMA grants; and

**WHEREAS**, GASB accounting standards for regulatory accounting permits the District to include revenues or costs in a period other than the period in which these revenues or costs would be recognized by an unregulated entity; and

**WHEREAS**, the establishment of a regulatory asset for storm restoration costs that qualify for FEMA/NEMA reimbursement would allow the recognition of expense to better match the revenues for FEMA/NEMA reimbursement; and

**WHEREAS**, Management recommends and seeks approval to establish a regulatory asset for storm restoration costs that qualify for FEMA/NEMA reimbursement for the 2024 storms, which will be recognized as expense when the revenue is recognized for the related FEMA/NEMA reimbursement.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors of the Omaha Public Power District hereby approves the use of regulatory accounting for storm restoration costs for the 2024 storms that qualify for FEMA/NEMA reimbursement with recognition as expense in the future to match the related grant revenues.



# Regulatory Accounting for 2024 Storm Costs

October 2024





# Background and Management's Recommendation

- The District incurred significant costs to repair storm damage and restore power to customers from several storms in 2024, which are expected to qualify for reimbursement from FEMA/NEMA.
- Accounting standards would typically require the District to recognize these costs when they are incurred.
- The Governmental Accounting Standards Board requires that grant revenues be recognized after a grant agreement is approved, which is the project worksheet for FEMA/NEMA grants.
- The establishment of a regulatory asset for storm restoration costs that qualify for FEMA/NEMA reimbursement would allow the recognition of expense to better match the revenues for FEMA/NEMA reimbursement.
- Management recommends and seeks approval to establish a regulatory asset for storm restoration costs that qualify for FEMA/NEMA reimbursement for the 2024 storms, which will be recognized as expense when the revenue is recognized for the related FEMA/NEMA reimbursement.

# 2024 Estimated Storm Costs and Recovery

	Estimated Costs	Estimated Recovery <small>(in millions)</small>
April Tornado	\$5.6	\$4.9
May Storms	\$2.4	\$2.1
June Flood/Storm	\$4.7	\$4.1
July Storm	\$25.2	\$22.1
Total	\$37.9	\$33.2

Notes: Estimated recovery is based on 87.5% of costs; June and July have not yet been signed by the President



# Proposed Resolution



Spurgeon/Bishop

**DRAFT**  
**RESOLUTION NO. ###**

**WHEREAS**, the District incurred significant costs to repair storm damage and restore power to customers from several storms in 2024, which are expected to qualify for reimbursement from FEMA/NEMA; and

**WHEREAS**, accounting standards would typically require the District to recognize these costs when they are incurred; and

**WHEREAS**, the Governmental Accounting Standards Board (GASB) requires that grant revenues be recognized after a grant agreement is approved, which is the project worksheet for FEMA/NEMA grants; and

**WHEREAS**, GASB accounting standards for regulatory accounting permits the District to include revenues or costs in a period other than the period in which these revenues or costs would be recognized by an unregulated entity; and

**WHEREAS**, the establishment of a regulatory asset for storm restoration costs that qualify for FEMA/NEMA reimbursement would allow the recognition of expense to better match the revenues for FEMA/NEMA reimbursement; and

**WHEREAS**, Management recommends and seeks approval to establish a regulatory asset for storm restoration costs that qualify for FEMA/NEMA reimbursement for the 2024 storms, which will be recognized as expense when the revenue is recognized for the related FEMA/NEMA reimbursement.

***NOW, THEREFORE, BE IT RESOLVED***, that the Board of Directors of the Omaha Public Power District hereby approves the use of regulatory accounting for storm restoration costs for the 2024 storms that qualify for FEMA/NEMA reimbursement with recognition as expense in the future to match the related grant revenues.



# Action Item

## BOARD OF DIRECTORS

October 15, 2024

### ITEM

Revised 2024 Corporate Operating Plan Expenditure Amount

### PURPOSE

Approval of the Revised 2024 Expenditure Amount


### FACTS

- a. The 2024 Corporate Operating Plan (COP), including an authorized expenditure amount of \$2,107.7 million, was approved by the Board of Directors on December 19, 2023.
- b. The 2024 COP included estimated revenues and expenditures for operating within the Southwest Power Pool (SPP) Integrated Marketplace. The COP also included estimated fuel expenses based on dispatch modeling and resource planning performed by a collaboration of OPPD employees.
- c. Actual operations and maintenance experience in 2024 included multiple unexpected expenditures:
  - Due to outages at generation facilities and pass-through costs to serve market rate customers, OPPD incurred additional energy purchases resulting in purchased power expenditures exceeding the COP by \$84 million
  - Due to storm restoration costs, additional distribution expenses were incurred, resulting in expenses that exceeded the COP by \$14 million
- d. Capital expenditures are projected to be greater than the annual approved budget by \$38 million, primarily due to refined estimates and timelines related to the Near-Term Generation projects.
- e. It is estimated that the 2024 expenditures may exceed the 2024 COP by \$116.1 million. An incremental \$116.1 million above the original 2024 approved expenditures is \$2,223.8 million.


### ACTION

Approval of the Revised 2024 Corporate Operating Plan Expenditure Amount of \$2,223.8 million.

#### RECOMMENDED:

Signed by:  
  
\_\_\_\_\_  
Jeffrey M. Bishop  
Vice President and Chief Financial Officer

#### APPROVED FOR BOARD CONSIDERATION:

Signed by:  
  
\_\_\_\_\_  
L. Javier Fernandez  
President and Chief Executive Officer

Attachment: Resolution



Spurgeon/Bishop

**RESOLUTION NO. 6xxx**

**WHEREAS**, in Resolution No. 6621, the Board of Directors approved the Omaha Public Power District's 2024 Corporate Operating Plan (COP) which includes projected expenditures for the District's operations, all phases of the District's Capital Expenditure Plan and the District's fuel needs, in the amount of \$2,107.7 million; and

**WHEREAS**, additional expenditures above the authorized amounts in the COP were incurred in 2024 due to storms and outages, resulting in additional distribution and purchased power expenditures; and

**WHEREAS**, refined project estimates and completion timelines resulted in increased 2024 capital expenditures for the Near-Term generation projects; and

**WHEREAS**, in accordance with the Nebraska Revised Statutes, Management seeks approval of a revised 2024 Corporate Operating Plan expenditure amount of \$2,223.8 million for the additional expenditures described in this resolution.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the Omaha Public Power District hereby approves the 2024 revised Corporate Operating Plan expenditure amount of \$2,223.8 million.



# 2024 Excess Expenditures Request



# Executive Summary

- Additional Expenditures Requested for Purchased Power and Capital Expenditures:
  - Requesting excess expenditures of \$116.1 million for an adjusted 2024 total of \$2,223.8 million
    - Purchased Power increase (+\$84 million) primarily due to additional energy purchases related to storms, extended generation unit outages as well as the pass-through costs to serve market rate customers
    - Capital expenditures increase (+\$38 million) largely due to the purchase of additional combustion turbines as the District adds new generation for a growing community
    - Fuel expense (-\$22 million) partially offsets the increases above due to savings from generation unit outages
- 2024 Year-End Financial Outlook:
  - Storm related impacts and extended outages had a significant negative impact to purchased power (\$84 million) and O&M (\$14 million)
  - Favorability from off-system sales (\$52 million) and fuel (\$22 million) partially offset additional expenditures



# 2024 Expenditure Summary

## 2024 Year End Projection vs. COP (\$s in 000's)

Expenditure	Current Projection	COP	Var.
Fuel Costs and Purchased Power	\$555,024	\$492,691	\$62,333
Non-Fuel Operations & Maintenance	545,490	528,335	17,155
Total Debt Service and Other Expenses	196,251	189,242	7,009
Payments in Lieu of Taxes	45,985	45,599	386
Capital Expenditures*	765,370	727,000	38,370
Reserve Contribution	0	11,939	(11,939)
Decommissioning Expenditures**	105,110	112,918	(7,808)
<b>TOTAL EXPENDITURES</b>	<b>\$2,213,230</b>	<b>\$2,107,724</b>	<b>\$105,506</b>

### • Items of Note:

- Current projection results in an estimated excess expenditure need of \$105.5 million
- Requesting \$116.1 million of additional expenditure authority (*inclusive of 10% general contingency*)
- Current projection shows OPPD exceeding Board approved expenditures in December

\*Capital Expenditures are shown net of Contributions in Aid of Construction

\*\*Decommissioning Expenditures represent expenditures related to Decommissioning activity, which differs from Decommissioning Funding



## Pre-Committee Agenda

CUSTOMER AND PUBLIC ENGAGEMENT PRE-COMMITTEE MEETING  
WEBEX VIDEOCONFERENCE  
October 7, 2024, 4:00 – 5:00 P.M.

1. Safety Briefing & Introduction (McAreavey – 1 min)
  - a. Objective: Promote awareness of current safety focus.
2. Prior Month Pre-Committee Action Items (Jameson – 1 min)
  - a. Objective: Review and confirm prior pre-committee action items have been completed.
3. SD-13: Stakeholder Outreach and Engagement monitoring report (Olson – 15 min)
  - a. Objective: Provide SD-13 monitoring report and management recommendation.
4. Customer Growth Update (McAreavey – 30 min)
  - a. Objective: Provide updates on customer growth trends affecting OPPD.
5. Grants Update (Olson – 10 min)
  - a. Objective: Update about grants being pursued and granted in support of OPPD mission.
6. Board Work Plan – Customer & Public Engagement Committee Items (Focht – 1 min)
  - a. Objective: Review current board work plan.
8. Summary of Meeting (Jameson– 2 min)
  - a. Objective: Summarize action items from committee discussion.



# Action Item

## BOARD OF DIRECTORS

October 15, 2024

### ITEM

SD-13: Stakeholder Outreach and Engagement Monitoring Report

### PURPOSE

To ensure full Board review, discussion and acceptance of SD-13: Stakeholder Outreach and Engagement Monitoring Report.

### FACTS

- 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 Customer and Public Engagement Committee is responsible for evaluating Board Policy SD-13: Stakeholder Outreach and Engagement.
- d. The Customer and Public Engagement Committee has reviewed the SD-13: Stakeholder Outreach and Engagement Monitoring Report, as outlined on Exhibit A, and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

### ACTION

The Customer and Public Engagement Committee recommends Board approval of the 2024 SD-13: Stakeholder Outreach and Engagement Monitoring Report.

#### RECOMMENDED:

Signed by:

Handwritten signature of Lisa A. Olson in black ink.

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Lisa A. Olson

Vice President – Public Affairs

#### APPROVED FOR BOARD CONSIDERATION:

Signed by:

Handwritten signature of L. Javier Fernandez in black ink.

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L. Javier Fernandez

President and Chief Executive Officer

#### Attachments:

Exhibit A – Monitoring Report  
Resolution



# SD-13: Stakeholder Outreach & Engagement Customer & Public Engagement Committee Report October 2024

Lisa Olson  
Vice President, Public Affairs



# SD-13: Stakeholder Outreach & Engagement

As a publicly owned utility, OPPD is committed to engaging its customers, the community and other stakeholders. **OPPD shall:**

1

Use an integrated, clear and transparent engagement process that:

- ▶ Provides meaningful ways for customer-owners to participate and provide feedback.
- ▶ Is representative of the interested and/or impacted customer-owner segments that OPPD serves.

2

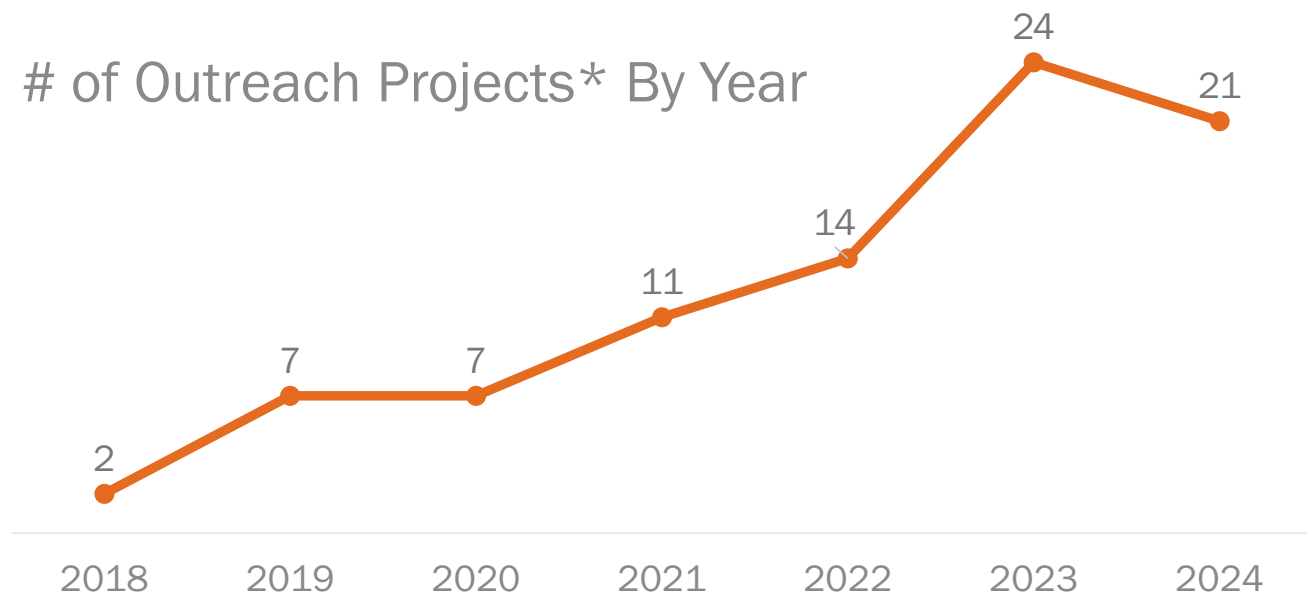
Share context with customer-owners around key decisions.

3

Continuously evaluate and improve its outreach and engagement processes.

# Outreach and engagement projects have increased in number more than tenfold (1000%) since 2018.

# of Outreach Projects\* By Year



## Major Projects 2021-2024\*\*

- Landfill Solar Feasibility
- Platteview Solar
- SD-9 Revision
- PURPA
- Turtle Creek Station
- Standing Bear Lake Station
- North Omaha Extension
- COP
- Cass to Sarpy Transmission
- Omaha Streetcar
- NCS Levee & Landfill
- K-Junction

\*\* This list is not all inclusive, only representing a sampling of the projects from the last three years.

1

Use an integrated, clear and transparent engagement process.

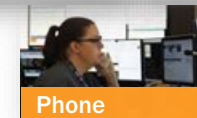
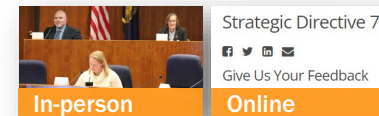


Our strong foundation has helped us scale and navigate more work, in both complexity and volume.

Integrated, clear, transparent engagement process



Meaningful ways for customer-owners to participate and provide feedback



Representative of the interested and/or impacted customer segments



1

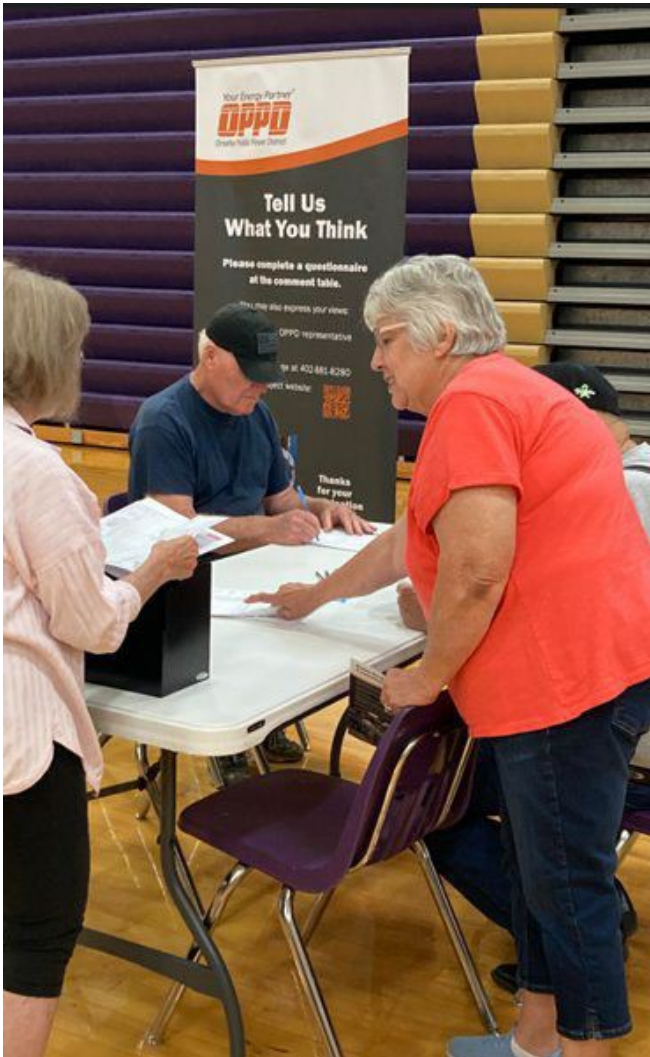
Use an integrated, clear and transparent engagement process.



OPPD's efforts and alignment with IAP2 allows for accessibility to staff and leadership and transparent and consistent engagement

	INFORM	CONSULT	INVOLVE	COLLABORATE	EMPOWER
PUBLIC PARTICIPATION GOAL	To provide the public with balanced and objective information to assist them in understanding the problems, alternatives and/or solutions.	To obtain public feedback on analysis, alternatives and/or decision.	To work directly with the public throughout the process to ensure that public issues and concerns are consistently understood and considered.	To partner with the public in each aspect of the decision including the development of alternatives and the identification of the preferred solution.	To place final decision-making in the hands of the public.
PROMISE TO THE PUBLIC	We will keep you informed.	We will keep you informed, listen to and acknowledge concerns and provide feedback on how public input influenced the decision.	We will work with you to ensure that your concerns and issues are directly reflected in the alternatives developed and provide feedback on how public input influenced the decision.	We will look to you for direct advice and innovation in formulating solutions and incorporate your advice and recommendations into the decisions to the maximum extent possible.	We will implement what you decide.
EXAMPLE TOOLS	<ul style="list-style-type: none"> <li>• Fact sheets</li> <li>• Websites</li> <li>• Open houses</li> </ul>	<ul style="list-style-type: none"> <li>• Public comment</li> <li>• Focus groups</li> <li>• Surveys</li> <li>• Public meetings</li> </ul>	<ul style="list-style-type: none"> <li>• Workshops</li> <li>• Deliberate polling</li> </ul>	<ul style="list-style-type: none"> <li>• Citizen Advisory committees</li> <li>• Consensus building</li> <li>• Participatory Decision-making</li> </ul>	<ul style="list-style-type: none"> <li>• Citizen juries</li> <li>• Ballots</li> <li>• Delegated Decisions</li> </ul>





# Cass to Sarpy Transmission Project

June 2023 - Ongoing

## Inform

- Educate the purpose and need for the project
- Many misconceptions about need for project and its relation to other solar projects

## Consult

- Employees and local leaders provided great feedback in advance of the open houses for awareness of community concerns

## Involve

- Involve stakeholders in the routing and siting process through two rounds of open houses
- Engage and solicit feedback from directly impacted stakeholders to help select the best route and alignment.

## Results

- 33 local leader meeting attendees
- 267 open house attendees
- 127 interactive mapping comments received
- 122 project questionnaires received
- Based on post-event survey results, nearly **87%** of respondents agreed that the purpose and need for the new transmission line were adequately explained.

# Cass to Sarpy Transmission Project

June 2023 - Ongoing

**Your Energy Partner**  
**OPPD**  
Omaha Public Power District

### Cass-to-Sarpy Transmission Project

This questionnaire will help the routing team understand your interests and concerns, and your comments will be considered in the route selection process. Please complete this after you have reviewed the information presented today.

**ABOUT YOU**

1. How did you hear about the project?  Letter  Ad  Social Media  \_\_\_\_\_

2. If you would like to be notified once the final route has been selected, please enter your contact information below. (Contact information is considered confidential.)

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
Address: \_\_\_\_\_ Zip Code: \_\_\_\_\_  
Email: \_\_\_\_\_

**PROJECT NEED**

3. Do you believe the purpose/need for this transmission line has been explained adequately?  
 Yes  No  Uncertain

If "no" or "uncertain", what additional information would be helpful to you?  
\_\_\_\_\_

**LINE ROUTING CRITERIA**

4. The routing of a transmission line involves many considerations. From the list of routing factors below, please circle the number corresponding to the level of importance to you.

Factors	Rating					No Opinion
	Not important	Somewhat important	important	More important	Most important	
a) Maximize distance from homes	1	2	3	4	5	No Opinion
b) Maximize distance from commercial/ industrial facilities/businesses	1	2	3	4	5	No Opinion
c) Maximize distance from public facilities (e.g.: schools, parks, churches, cemeteries, etc.)	1	2	3	4	5	No Opinion
d) Maximize line length along property lines and road right of way	1	2	3	4	5	No Opinion
e) Maximize the use of existing utility easements	1	2	3	4	5	No Opinion
f) Minimize crossing wetlands, floodplains, and streams/ rivers	1	2	3	4	5	No Opinion
g) Minimize the need for tree clearing	1	2	3	4	5	No Opinion
h) Minimize crossing pastures/cropland/open land	1	2	3	4	5	No Opinion
i) Minimize overall route length (total miles)	1	2	3	4	5	No Opinion
j) Minimize the number of direction changes	1	2	3	4	5	No Opinion

## Inform

- Fact Sheets
- Websites
- Open House
- Educate the purpose and need for the project
- Many misconceptions about need for project and its relation to other solar projects

## Consult

- Employees and local leaders provided great feedback in advance of the open houses for awareness of community concerns

## Involve

- Engage and solicit feedback from directly impacted stakeholders to help select the best route Feedback solicited through:
  - mapping tools
  - project hotline
  - open house in person feedback through GIS stations and surveys
  - OPPD Community Connect Feedback
  - 1:1 conversations with directly impacted

## Results

- 33 local leader meeting attendees
- 267 open house attendees
- 127 interactive mapping comments received
- 122 project questionnaires received
- Based on post-event survey results, nearly **87%** of respondents agreed that the purpose and need for the new transmission line were adequately explained.

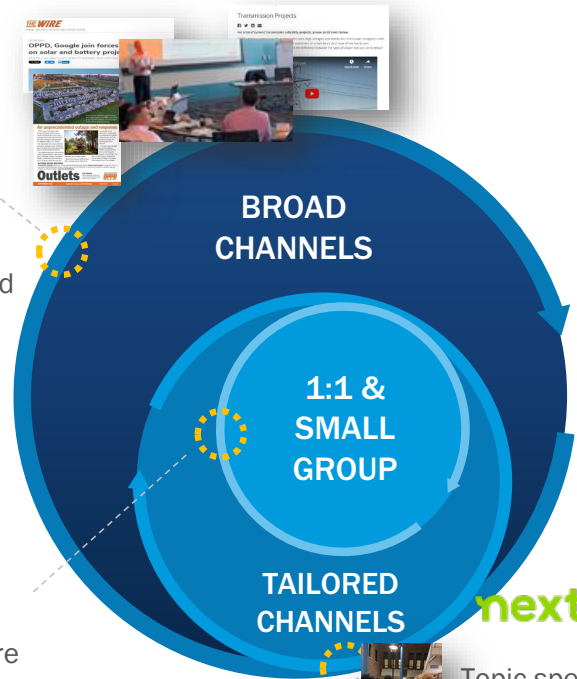
2

Share context with customer-owners around key decisions.

A holistic view of our ecosystem has helped evolve how, when and where we share context.



- The Wire
- Social media
- Outlets
- Public board events
- Paid & earned media



- Account executives
- Customer care interactions
- Govt. relations
- Community relations

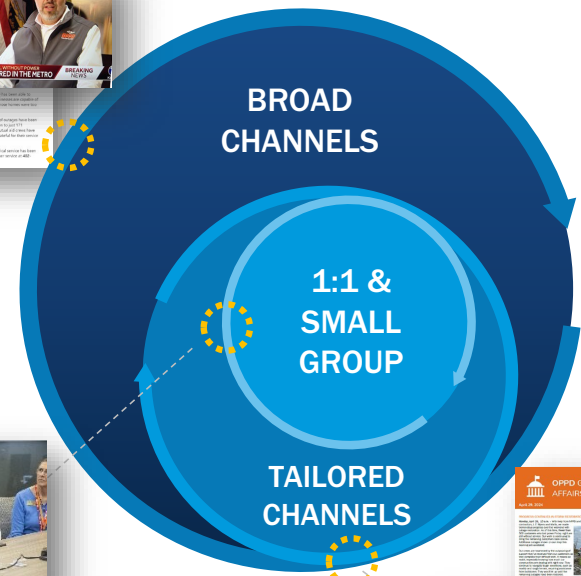
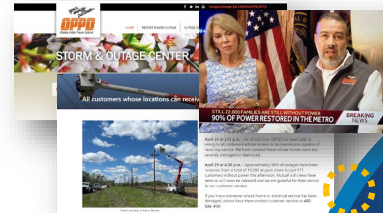


- Topic-specific outreach events
- Targeted email
- Targeted social media outreach

2

Share context with customer-owners around key decisions.

Shifting to an ecosystem view allows for a more integrated approach, as seen during the historic July storm response.



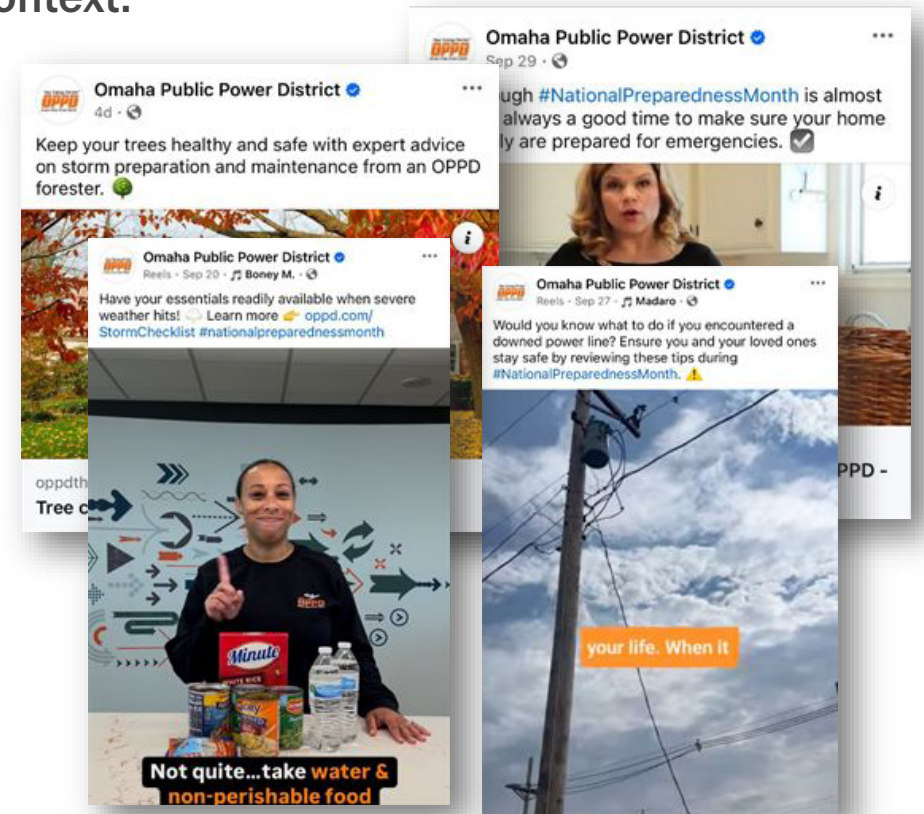
nextdoor



2

Share context with customer-owners around key decisions.

We've learned from our July storm response and are now sharing more frequent, practical content to provide clearer context.



# 2

Share context with customer-owners around key decisions.

We also continue to share context within existing dedicated efforts.



## North Omaha Engagement

*Ongoing*

### Objectives

- Strengthen trust through education, relationship building and transparent communication

### Outreach & Engagement

- Proactive and continued touchpoints with Ad Hoc, HOAs and ONE
- Utilize local media for education
- Community based events and programs- Habitat, Resource Fair
- New community partnerships:
  - Julian Young Business Advisors
  - Blair Freeman
  - Girls, Inc./Eureka! STEM program
  - Boys & Girls Clubs
  - Abide
  - Omaha Bridges Out of Poverty

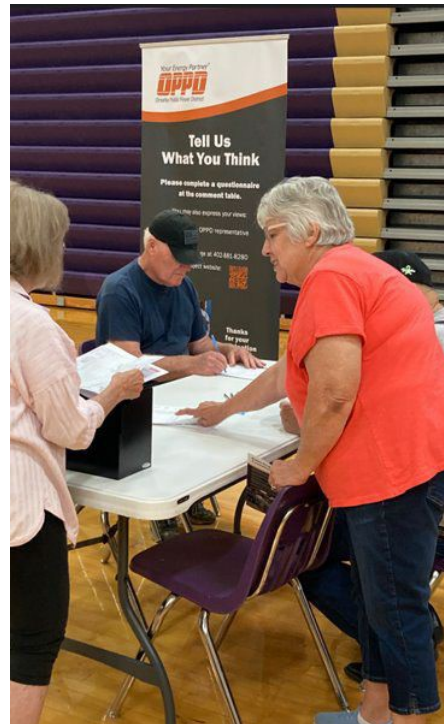
### Outcomes & Lessons Learned

- Community leaders – both formal and informal – want ongoing communication and regular touchpoints
- Use of new and creative outreach efforts resulted in positive attendance at the Resource Fair
- Listening continues to be essential to build trust and learn what customers need
- Our current community partners have been strong influencers for new and improved relationships

# 2

Share context with customer-owners around key decisions.

We also continue to share context within existing dedicated efforts.



## Cass to Sarpy Transmission Project

June 2023 - Ongoing

### Objectives

- Educate, engage and solicit feedback from stakeholders to help select the best route that minimizes adverse impacts, is economically viable and environmentally considerate

### Outreach & Engagement

- Engaged employees living in the study area
- Local leader meetings; 2 in each county
- Open houses; 2 in each county
- OPPD Community Connect
- Project Hotline

### Outcomes & Lessons Learned

- Employees and local leaders provided great feedback in advance of the open houses for awareness of community concerns
- Many misconceptions about need for project and its relation to other solar projects
- Promotions of open house through several tactics provided thorough awareness and good attendance: Ads (local papers and Cassgram), posters, letters, postcards, social media

# 2

Share context with customer-owners around key decisions.

We also continue to share context within existing dedicated efforts.



## K-Junction Solar

*Ongoing*

### Objectives

- Earn and reinforce community trust through the power of education
- Foster meaningful relationships
- Maintain transparent communication.

### Outreach & Engagement

- Community Conversation
- York County elected & appointed officials
- McCool Junction leaders
- Community influencers
- Community group presentations
- Participating landowner events
- OPPD Community Connect

### Outcomes & Lessons Learned

- Modeled North Omaha community conversation, utilizing moderator and facilitated discussion
- Transparent communication is highly valued by community leaders and residents
- Consistent outreach and engagement has fostered community trust
- Encouraging open dialogue through difficult conversations has improved communication
- Accurate information is essential for maintaining productive communication
- Education & advocacy



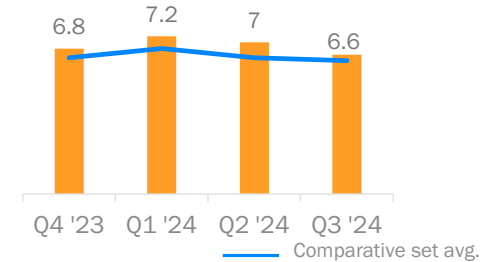
2

Share context with customer-owners around key decisions.

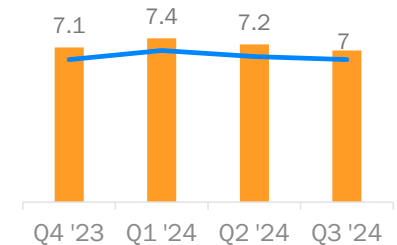
Some results within our JD Power residential study indicate that our efforts are appreciated.



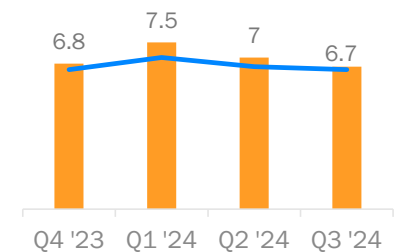
Q4 2023-Q3 2024  
JD Power Residential Study  
**Efforts to develop supply plans for the future**



Q4 2023-Q3 2024  
JD Power Residential Study  
**Variety of communications used**



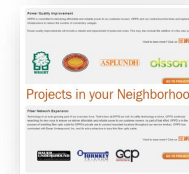
Q4 2023-Q3 2024  
JD Power Residential Study  
**Efforts to communicate changes**



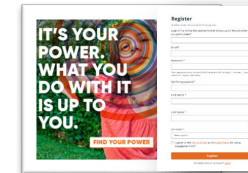
3

Continuously evaluate and improve its outreach and engagement processes.

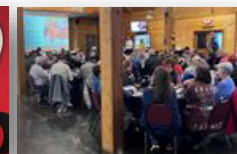
We're making strides in our breadth of outreach, and we see opportunities to increase our depth.



Improvement: new approaches



Improvement: proactively encouraging engagement



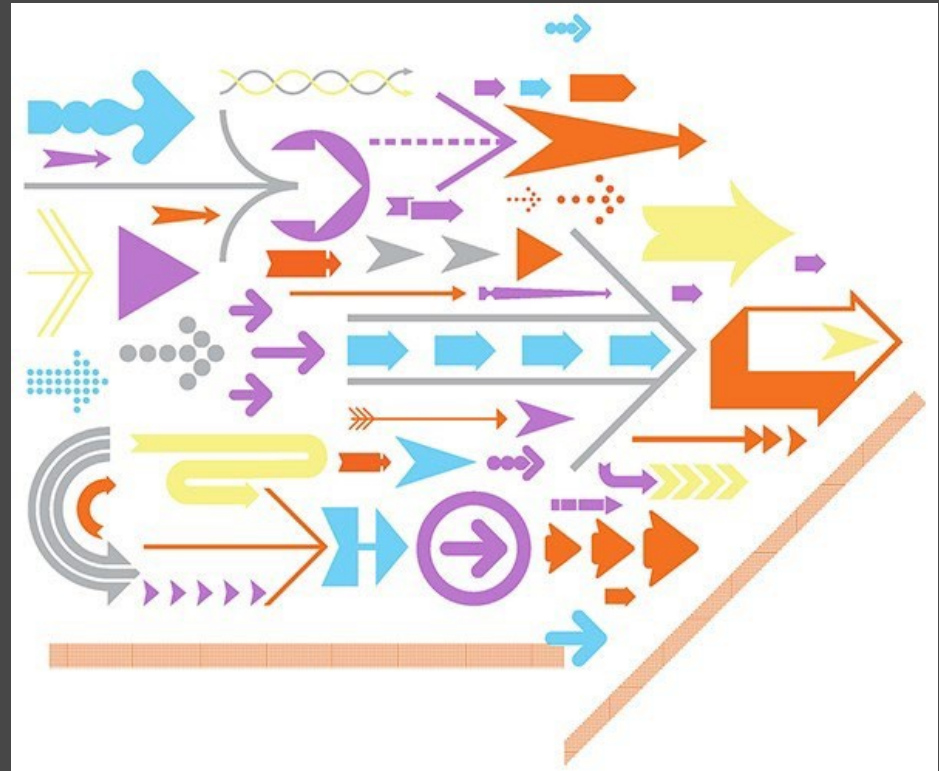
Opportunity: deeper, more tailored community relationships

## **Recommendation**

The Customer & Public Engagement Committee has reviewed and accepted this Monitoring Report for SD-13 and recommends that the Board find OPPD to be sufficiently in compliance with Board Policy SD-13.

Any reflections on

what has been  
accomplished, challenges  
and/or strategic  
implications?





Howard/Olson

**RESOLUTION NO. 6XXX**

**WHEREAS**, the Board of Directors has determined it is in the best interest of the District, its employees, and its customer-owners to establish written policies that describe and document OPPD's corporate governance principles and procedures; and

**WHEREAS**, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

**WHEREAS**, the Board's Customer and Public Engagement Committee (the "Committee") is responsible for evaluating Board Policy SD-13: Stakeholder Outreach and Engagement on an annual basis. The Committee has reviewed the 2024 SD-13: Stakeholder Outreach and Engagement Monitoring Report and finds OPPD to be sufficiently in compliance with the policy as stated.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of Omaha Public Power District hereby accepts the 2024 SD-13: Stakeholder Outreach and Engagement Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hereof, and finds OPPD to be sufficiently in compliance with the policy as stated.

DRAFT



## Pre-Committee Agenda

SYSTEM MANAGEMENT & NUCLEAR OVERSIGHT  
PRE-COMMITTEE MEETING  
WEBEX VIDEOCONFERENCE  
October 2, 2024, 4:00 – 5:00 P.M.

1. Safety Briefing (Pohl – 2 min)
  - a. Objective: Promote awareness of current safety focus.
2. Prior Month Pre-Committee Action Items (Pohl – 1 min)
  - a. Objective: Review and confirm prior pre-committee action items have been completed.
3. \*\*SD-7 Environmental Stewardship Monitoring Report (Fleener – 10 min)
  - a. Objective: Collect comments on the SD-7 Monitoring Report and discuss recommendation for approval.
4. New Generation Project Updates (Underwood - 12 min)
  - a. Objective: Provide project updates for natural gas generation projects.
5. Integrated Resource Plan Review (Underwood – 10 min)
  - a. Objective: Provide an overview of the Integrated Resource Plan process.
6. \*\*SD-7: Environmental Stewardship Policy Revision (Fleener – 15 min)
  - a. Objective: Provide update on SD-7 public comments and discuss next steps.
7. Board Work Plan – Systems Committee Items (Focht – 2 min)
  - a. Objective: Review current board work plan.
8. Summary of Meeting (Pohl – 2 min)
  - a. Objective: Summary of committee action items.

\*\* Indicates topic that will be included on all committee meeting agenda.



## Board Action

October 15, 2024

### ITEM

SD-7: Environmental Stewardship Monitoring Report

### PURPOSE

To ensure full Board review, discussion and acceptance of SD-7: Environmental Stewardship Monitoring Report.

### FACTS

- 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 System Management and Nuclear Oversight Committee is responsible for evaluating Board Policy SD-7: Environmental Stewardship.
- d. The System Management and Nuclear Oversight Committee has reviewed the SD-7: Environmental Stewardship Monitoring Report as outlined on Exhibit A, and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

### ACTION

The System Management and Nuclear Oversight Committee recommends Board approval of the 2024 SD-7: Environmental Stewardship Monitoring Report.

#### RECOMMENDED:

DocuSigned by:  
*Cliff Fleener*

---

Clifford V. Fleener  
Vice President of Sustainability &  
Environmental Affairs

#### APPROVED FOR BOARD CONSIDERATION:

Signed by:  
*L. Javier Fernandez*

---

L. Javier Fernandez  
President and Chief Executive Officer

Attachments: Exhibit A – Monitoring Report  
Resolution



Exhibit A

# Monitoring Report SD-7 Environmental Stewardship

OPPD Board of Directors – All Committees Meeting  
October 15, 2024

Cliff Fleener, VP – Sustainability and Environmental Affairs





# SD-7\* : Therefore, OPPD Shall:

\*This report will review the current language of Resolution 3525, September 20, 2022; new language pending Committee recommendation



Operate in an environmentally responsible manner and strive for continuous improvement of its environmental performance.



Conduct all operations in a manner that strives for the goal of net zero carbon production by 2050.



Conduct its business in a manner that meets all environmental regulatory standards and go beyond compliance where practical.



Be transparent by measuring and reporting environmental performance on OPPD's website.



Engage customers and stakeholders to promote energy conservation and efficiency and minimize environmental impact.



Advocate and educate local, state, and federal governments to protect and promote OPPD's environmental impact.



*By year end 2027, achieve an approximate 3,500,000 ton annual reduction in CO<sub>2</sub> emissions at the North Omaha Station site relative to OPPD's 2013 benchmark of 3,960,179 tons at the station.*



Operate in an environmentally responsible manner and strive for continuous improvement of its environmental performance.

# Green Teams

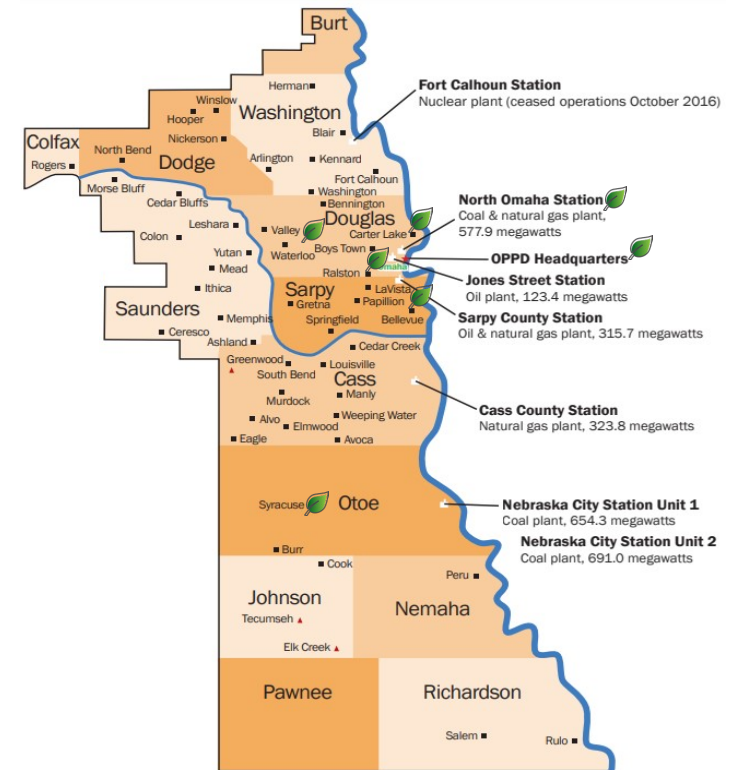
**WHAT ARE THEY?** An opportunity for team members to collaborate in the identification of sustainability improvement opportunities and to reduce associated costs.

Seven out of eight Green Teams have been established YTD.

They meet monthly to develop and implement programs to reduce costs associated with their site's electricity, water, combustion fuel, waste to landfill, etc., utilizing continuous improvement tools and resources.



Omaha Center Green Team





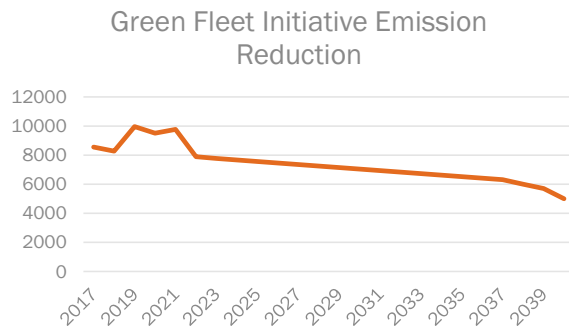
## Operate in an environmentally responsible manner and strive for continuous improvement of its environmental performance.

### Operational Scope 1 Carbon Goal: Mobile Vehicle CO2e Emissions

By 2040, reduce Scope 1 mobile source emissions by 40%.  
(3.6K Metric Tons Reduction)

### Green Fleet Initiative

- Vehicle feasibility study completed early 2024.
- New vehicle standard focused on transitioning away from gasoline towards a mix of electric, propane and diesel by 2040.
- Will result in an ~40% reduction in vehicle fleet CO2e emissions.



### Why the Green Fleet Initiative Matters

- Reduces Cost by ~\$1.3M
- Increases Efficiency

- Safer Environment
- Simplifies Maintenance - Reduces waste oil and frequency

- Systematic
- Measurable
- Supports Carbon Emission Goals



## Operate in an environmentally responsible manner and strive for continuous improvement of its environmental performance.

### Operational Goal: Waste Diversion Goal

By 2030, achieve a diversion rate of 40%.

2023 diversion rate: 21.78%

### Waste and Recycling Standard

- Feasibility study around OPPD's waste and recycling and the challenges with hard to recycle wastes (i.e. tires, wooden reels, ceramics)
- Began recycling with new recycling vendor September 1, 2024.
- Partnered with a mobile waste compactor to reduce OPPD's waste hauls by half.

### Water Initiative

- Replacing water coolers with permanent RO filtered water stations at Centers and Generation.
- YTD has eliminated 285 5gal PET jugs.

**RECYCLING**

Aluminum, paper and cardboard

Scan this QR code to learn more about OPPD's effort on eliminating plastic and why we are no longer recycling plastics. Hard plastics, such as plastic bottles, should be thrown into the waste bins.

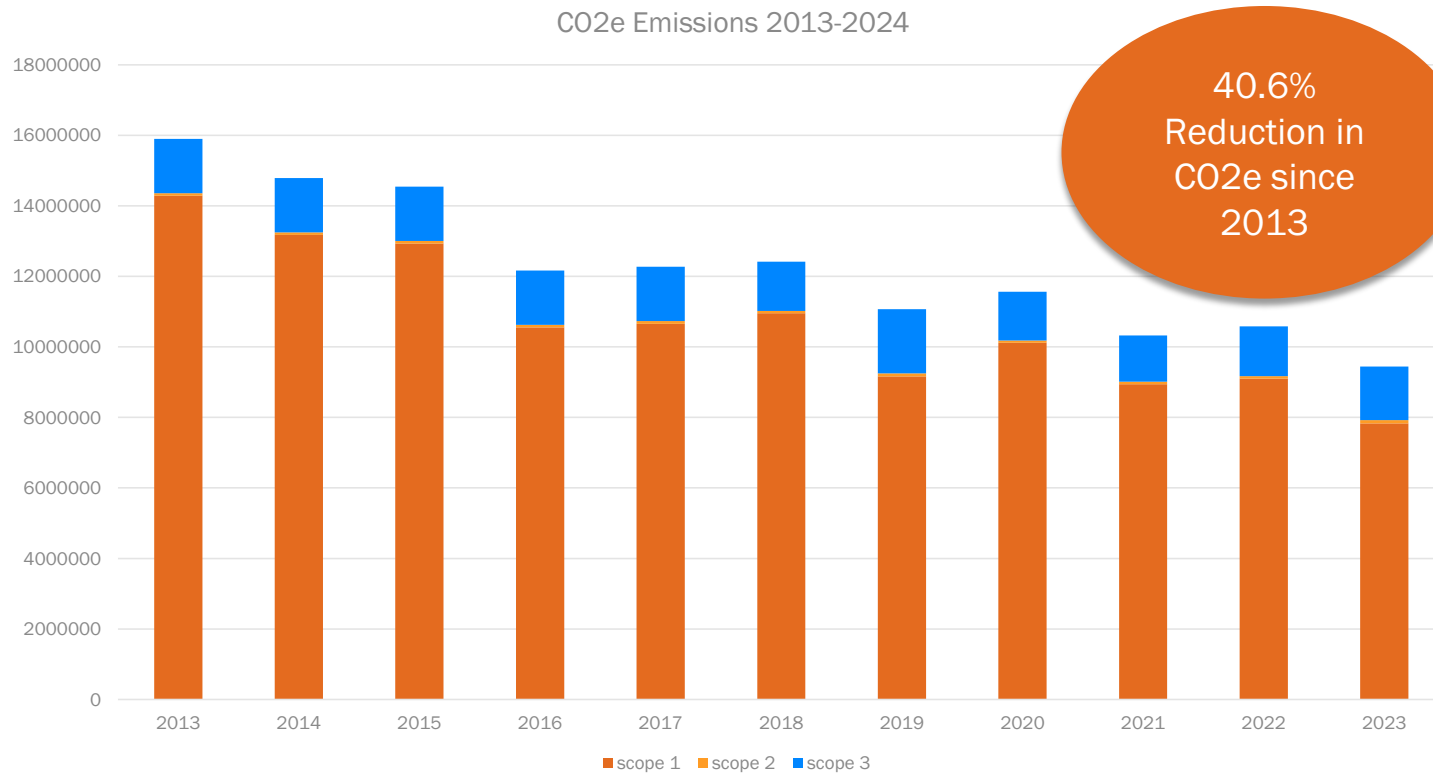
**NO** liquids or food      **NO** soiled paper      **NO** plastics

**OPPD** Supporting a company-wide commitment to sustainability

**SUSTAIN OPPD**



Conduct all operations in a manner that strives for the goal of net zero carbon production by 2050.





## Conduct its business in a manner that meets all environmental regulatory standards and go beyond compliance where practical.

- OPPD must meet a variety of environmental regulatory requirements, including those of the USEPA, NDEE, USFW, NGP, and the City of Omaha.
- No violations of environmental permits resulting in fines or enforcement actions.
- Robust internal audit program.
- 17 environmental site inspections conducted by regulating agencies.
- Growing sustainability and environmental program with two recent hires with more yet to come.





Be transparent by measuring and reporting environmental performance on OPPD's website.



<https://www.oppd.com/environment/>

## Fleet Emissions

Home > Environment > Environmental Reports > Fleet Emissions

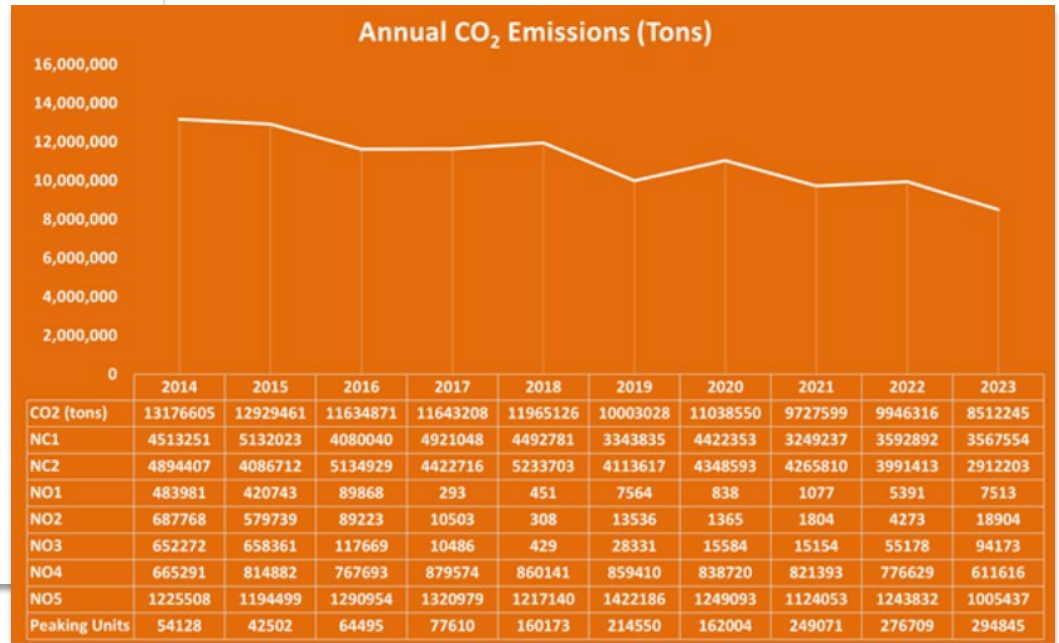
- Energy Portfolio
- > Environmental Programs
- > Environmental Reports
  - Avian Protection Plan
  - Fleet Emissions
  - > CCR Rule Compliance

### OPPD'S COMMITMENT

OPPD is committed to providing environmentally sensitive energy to its customers, energy that remains both affordable and reliable. As part of this ongoing commitment, the District will continue working, as it has always done, to ensure the health and public safety of all the communities it serves. Since 2010, OPPD's generating fleet has reduced mercury emissions by over 90 percent, and nitrogen oxide emissions by over 40 percent. OPPD's North Omaha Station generating units routinely operate 70% below the EPA sulfur dioxide limit, and the Nebraska City Station Unit 1 routinely operates over 40% below the EPA sulfur dioxide limit.

Interested in local air quality? The Douglas County Health Department provides real-time monitoring of ambient air quality. See their website [here](#) for more information.

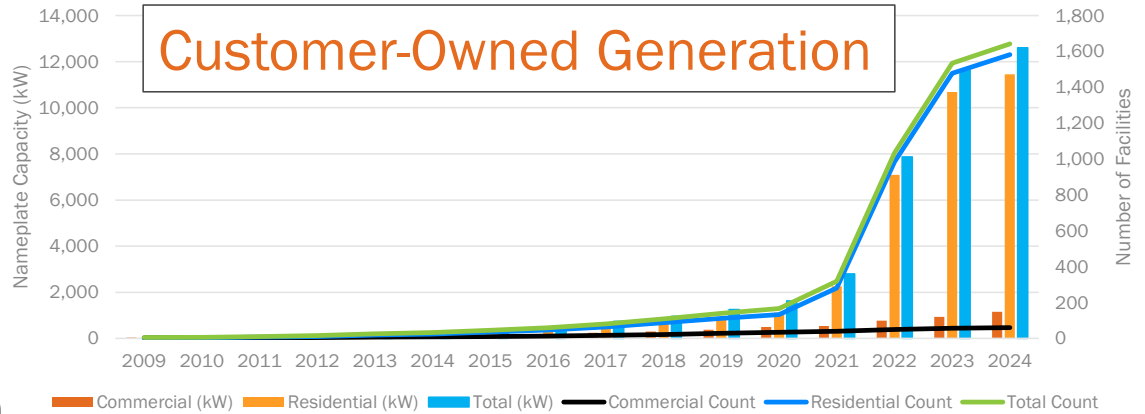
Looking for additional emissions data? The United States Environmental Protection Agency collects and publishes comprehensive emissions data as part of their Clean Air Markets Program Data program. See their website [here](#) for more information.





## Engage customers and stakeholders to promote energy conservation and efficiency and minimize environmental impact.

- **Customer-Owned Generation** slower growth in 2024
  - 1,642 solar systems now online
  - 12,601 kW<sub>AC</sub> solar capacity
- **Greener Together Program**
- **Energy Education Program (EEP)**
  - The EEP reached 2,050 students in 2023. As of August 2024, the program is on track to reach nearly 2,200 students in 2024!
  - We now offer Level 1 (bi-annual) and Level 2 (annual) Teacher Workshops. Since launch, 113 teachers have gone through these workshops.



- ✓ Habitat for Humanity
- ✓ No More Empty Pots
- ✓ Urban Bird & Nature Alliance
- ✓ Whispering Roots
- ✓ Florence Futures
- ✓ Free Farm Syndicate



**3**  
Completed

**3**  
In Progress



- **OPPD's Governmental Affairs team** has made numerous (60+) educational/update presentations and submitted letters of support for renewable energy to local, county and city governments.
- Nebraska Planning and Zoning Conference (NPZA) March 2023
- Omaha Climate Resiliency Summit Presentation on Energy Innovation
- NDEE Ash Landfill/Environmental Impact Hearing to Otoe County Officials.
- Engaged with various IRA/IIJA funding opportunities.
  - Grid Innovation (IIJA), Smart Grid Grant (IIJA), Solar for All (GHG Reduction Fund; IRA), PACE Loan Program



Platteview Solar Ribbon Cutting,  
July, 2024.



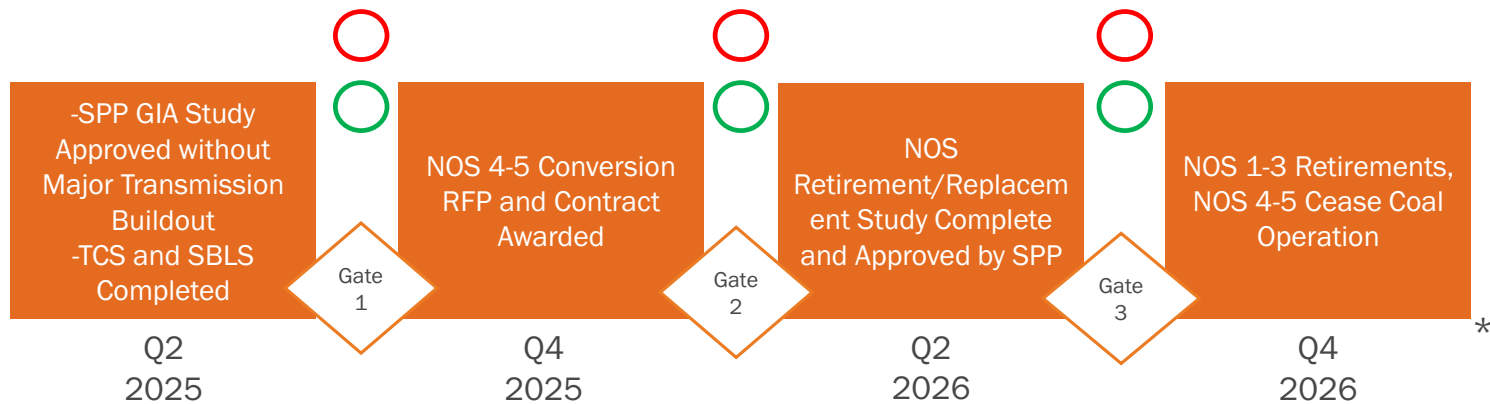
**Advocate and educate local, state, and federal governments to protect and promote OPPD's environmental impact.**



By year end 2027, achieve an approximate 3,500,000 ton annual reduction in CO2 emissions at the North Omaha Station site relative to OPPD's 2013 benchmark of 3,960,179 tons at the station.

## North Omaha Transition Stage Gate

- August 2022 Resolution 6518 update



\*Schedule is preliminary and subject to SPP study process and results.

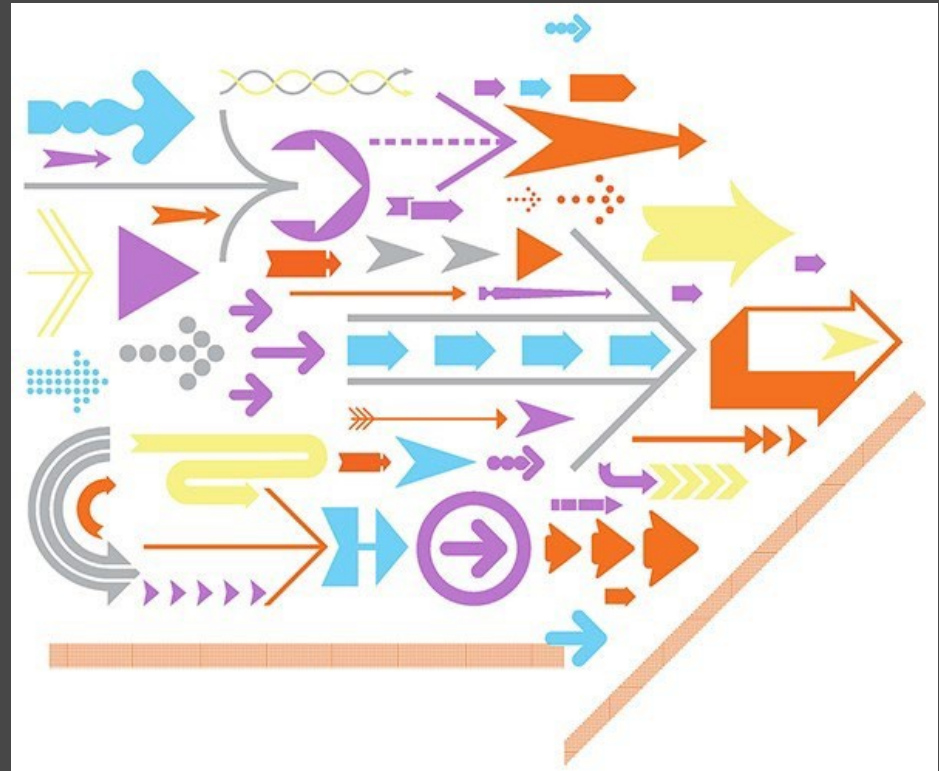


# Recommendation

The System Management Committee has reviewed and accepted this Monitoring Report for SD-7 and recommends that the Board find OPPD to be sufficiently in compliance with Board Policy SD-7.

**Any reflections on**

**what has been  
accomplished, challenges  
and/or strategic  
implications?**





Moody/Fleener

**RESOLUTION NO. 6xxx**

**WHEREAS**, the Board of Directors has determined it is in the best interest of the District, its employees, and its customer-owners to establish written policies that describe and document OPPD's corporate governance principles and procedures; and

**WHEREAS**, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

**WHEREAS**, the Board's System Management and Nuclear Oversight Committee (the "Committee") is responsible for evaluating Board Policy SD-7: Environmental Stewardship on an annual basis. The Committee has reviewed the 2024 SD-7: Environmental Stewardship Monitoring Report and finds OPPD to be sufficiently in compliance with the policy as stated.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of Omaha Public Power District accepts the 2024 SD-7: Environmental Stewardship Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hereof, and finds OPPD to be sufficiently in compliance with the policy as stated.

DRAFT



## Board Action

October 15, 2024

### ITEM

SD-7: Environmental Stewardship

### PURPOSE

To ensure full board review, discussion and acceptance of SD-7: Environmental Stewardship.

### FACTS

- a. The Systems Management and Nuclear Oversight Committee is responsible for evaluating and monitoring Board Policy SD-7: Environmental Stewardship.
- b. The Systems Management and Nuclear Oversight Committee proposed revisions for Board consideration and public feedback on September 17, 2024. Public comments were accepted on OPPDCommunityConnect.com from September 18, 2024 to October 13, 2024.
- c. The Systems Management and Nuclear Oversight Committee is recommending to the Board that Board Policy SD-7: Environmental Stewardship be revised as outlined in Exhibit A.

### ACTION

Board of Directors approval of SD-7: Environmental Stewardship policy, as outlined in Exhibit A.

RECOMMENDED:

DocuSigned by:  
*Cliff Fleener*  
603666136162412

Clifford V. Fleener  
Vice President, Sustainability and  
Environmental Affairs


APPROVED FOR BOARD  
CONSIDERATION:

Signed by:  
*L. Javier Fernandez*  
AC999FDCE50247E

L. Javier Fernandez  
President and Chief Executive Officer

Attachments: Exhibit A – SD-7: Environmental Stewardship  
Resolution

## Exhibit A

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	Category:	Strategic Direction
	Policy No. and Name:  <b style="color: orange;">SD-7: Environmental Stewardship</b>	Monitoring Method:	System Management and Nuclear Oversight Committee Board Report
		Frequency:	Annually
Date of Approval:	October 15, 2015 November 15, 2018 November 14, 2019 May 20, 2021 September 22, 2022 [insert approval date]	Resolution No.:	6082 6289 6347 6434 6525 [insert resolution # ]

Managing its interactions with the environment is essential to OPPD’s ability to serve customers, create value for stakeholders, and contribute to the well-being of the communities it serves and its employees. The OPPD Board of Directors recognizes the scientific consensus that climate change is occurring and that greenhouse gas emissions, including carbon dioxide, from human activity contribute to climate change impacts. The board also understands that climate change is a significant issue that requires pragmatic solutions recognizing technology advancement, energy supply sufficiency, and climate resilience as co-equally important to carbon emissions reductions.


Therefore, OPPD shall:

- Strive to improve the efficient use of raw materials, energy, and water to reduce emissions, discharges and wastes in our operations and provision of our services.
- By year end 2027, achieve an approximate 3,500,000 ton annual reduction in CO<sub>2</sub>e\* emissions at the North Omaha Station site relative to OPPD’s 2013 benchmark of 3,960,179 tons at the station.
- Strive to achieve net zero carbon equivalent (CO<sub>2</sub>e) emissions by 2050 relative to OPPD’s 2013 benchmark with the following interim targets:
  - 2027 (41-51% net reduction)
  - future interim metrics to be informed by and determined following the completion of the 2026 Integrated Resource Plan
- Harden our critical infrastructure to be resilient to the effects of climate change.
- Strive for an “early majority” posture when considering technology advancements when system planning.
- Collect data on our environmental performance and communicate progress periodically (at least annually) to the board and community.
- Recognize the importance of the principle of Environmental Justice\*\* in District decision making and strive toward the just treatment and meaningful involvement of all people, regardless of income, race, color, national origin, Tribal affiliation, or disability in District decisions that may impact human health and the environment.
- Conduct its business in a manner that meets all environmental regulatory standards, and go beyond compliance where practical.

---

\*CO<sub>2</sub>e includes CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, and SF<sub>6</sub> greenhouse gas emissions

\*\*The EPA defines Environmental Justice as the fair treatment and meaningful involvement of all people, regardless of race, color, national origin, or income, with respect to the development, implementation, and enforcement of environmental laws, regulations, and policies.

	<p>OMAHA PUBLIC POWER DISTRICT Board Policy</p>	Category:	Strategic Direction
	<p>Policy No. and Name:  SD-7: Environmental Stewardship</p>	Monitoring Method:	System Management and Nuclear Oversight Committee Board Report
		Frequency:	Annually
<p>Date of Approval:</p>	<p>October 15, 2015 November 15, 2018 November 14, 2019 May 20, 2021 September 22, 2022 <u>[insert approval date]</u></p>	Resolution No.:	<p>6082 6289 6347 6434 6525 <u>[insert resolution # ]</u></p>

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- ~~• By year end 2027, achieve an approximate 3,500,000 ton annual reduction (and transportation) in a manner that strives for CO<sub>2</sub>e\* emissions at the goal~~ North Omaha Station site relative to OPPD’s 2013 benchmark of 3,960,179 tons at the station.
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- Conduct its business in a manner that meets all environmental regulatory standards, and go beyond compliance where practical.
- ~~Be transparent by measuring and reporting its environmental performance on OPPD's website.~~
- ~~Engage customers and stakeholders to promote energy conservation and efficiency and minimize environmental impact.~~
- ~~Advocate and educate local, state and federal governments to protect and advance OPPD's environmental interest.~~
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# SD-7: Environmental Stewardship Revisions Discussion

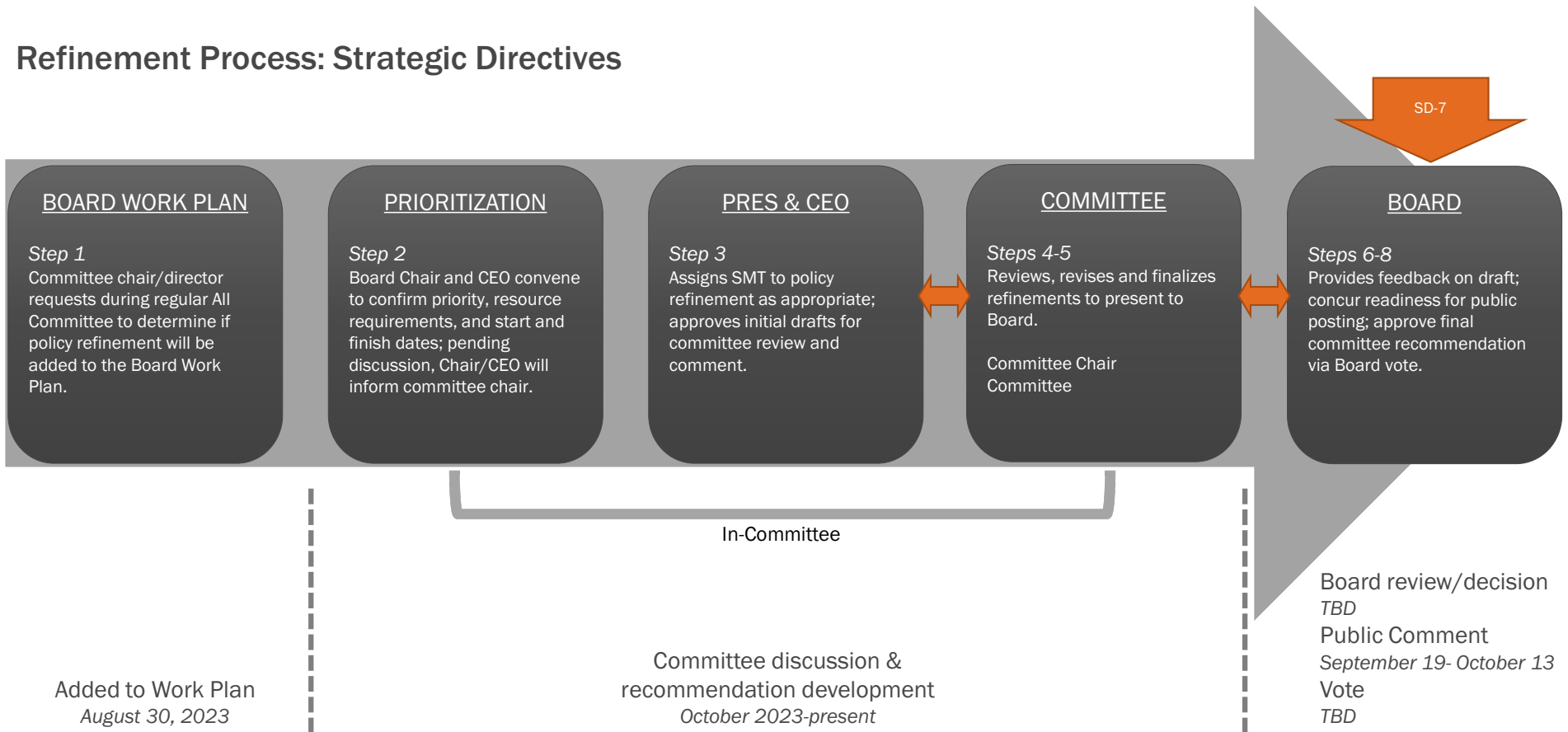
Cliff Fleener, VP Sustainability and Environmental Affairs



"Governance exists in order to translate the wishes of an organization's owners into organizational performance."  
 - John Carver




## Refinement Process: Strategic Directives



# All Committees Discussion: October 15, 2024

Public Comment Period: September 19 – October 13

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b> Strategic Direction
	<b>Policy No. and Name:</b> SD-7: Environmental Stewardship	<b>Monitoring Method:</b> System Management and Nuclear Oversight Committee Board Report <b>Frequency:</b> Annually
<b>Date of Approval:</b>	October 15, 2015 November 15, 2018 November 14, 2019 May 20, 2021 September 22, 2022 [insert approval date]	<b>Resolution No.:</b> 6082 6289 6347 6434 6525 [insert resolution # ]

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~~—Conduct its business in a manner that meets all environmental regulatory standards, and go beyond compliance where practical.~~

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	<b>Policy No. and Name:</b> SD-7: Environmental Stewardship	<b>Monitoring Method:</b> System Management and Nuclear Oversight Committee Board Report <b>Frequency:</b> Annually
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- Collect data on our environmental performance and communicate progress periodically (at least annually) to the board and community.
- Recognize the importance of the principle of Environmental Justice\*\* in District decision making and strive toward the just treatment and meaningful involvement of all people, regardless of income, race, color, national origin, Tribal affiliation, or disability in District decisions that may impact human health and the environment.
  - Conduct its business in a manner that meets all environmental regulatory standards, and go beyond compliance where practical.

\*CO<sub>2</sub>e includes CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, and SF<sub>6</sub> greenhouse gas emissions

\*\*The EPA defines Environmental Justice as the fair treatment and meaningful involvement of all people, regardless of race, color, national origin, or income, with respect to the development, implementation, and enforcement of environmental laws, regulations, and policies.

## Feedback & Outreach – September 19 to October 13, 2024

### Board Feedback

- Added Environmental Justice Component
- Added “Early Majority” Component
- Future interim metrics to be informed by and determined by 2026 Integrated Resource Plan

### Outreach Effort

Posted on OPPD Community Connect September 19<sup>th</sup>

- 18 comments on Community Connect.
- 42 emails sent via board contact page.



# All Committees Discussion: October 15, 2024

Is there anything that requires further clarification?

Is there anything you especially like?

Is there anything that you'd like the Committee to consider before moving this forward for public review and comment?

## SD-7: Environmental Stewardship

Managing its interactions with the environment is essential to OPPD's ability to enhance the well-being of its customer owners, employees, and communities. The OPPD board recognizes the scientific consensus that climate change is occurring and that greenhouse gas emissions, including carbon dioxide, from human activity contribute to climate change impacts. *We also understand that climate change is a significant issue that requires pragmatic solutions recognizing technology advancement, energy supply sufficiency and climate adaptation as co-equally important to carbon emission reductions.*

### *Therefore, OPPD shall:*

- By year end of 2027, achieve an approximate 3,500,000 ton annual reduction in CO<sub>2</sub>e\* emissions at the North Omaha Station site relative to OPPD's 2013 benchmark of 3,960,179 tons at the station.
- *Strive to improve the efficient use of raw materials, energy, and water to reduce emissions, discharges and wastes in our operation and provision of our services.*
- *Strive to achieve net zero carbon equivalent (CO<sub>2</sub>e) emissions by 2050 relative to OPPD's 2013 benchmark with the following interim targets:*
  - *2027 (41-51% net reduction)*
  - *Future interim metrics to be informed by and determined following the completion of the 2026 Integrated Resource Plan*
- *Harden our critical infrastructure in order to adapt to the effects of climate change.*
- *Strive for an "early majority" posture when considering technology advancements when system planning.*
- *Collect data on our environmental performance and communicate progress periodically (at least annually) to the board and community.*
- *Recognize the importance of the principle of Environmental Justice\*\* in District decision making and strive toward the just treatment and meaningful involvement of all people, regardless of income, race, color, national origin, Tribal affiliation, or disability in impactful District decisions that may impact human health and the environment.*
- Conduct its business in a manner that meets all environmental regulatory standards, and go beyond compliance where practical.

*\*CO<sub>2</sub>e includes CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, and SF<sub>6</sub> greenhouse gas emissions*

*\*\*The EPA defines Environmental Justice as the fair treatment and meaningful involvement of all people, regardless of race, color, national origin, or income, with respect to the development, implementation, and enforcement laws, regulations, and policies.*

## Next Step

- Option 1: Board Resolution and Vote

OR

- Option 2: Additional Committee Deliberation



## Agenda

OPPDP BOARD OF DIRECTORS  
REGULAR BOARD MEETING  
Thursday, October 17, 2024 at 5:00 P.M.

*Conducted in person at the Omaha Douglas Civic Center, 1819 Farnam Street,  
2<sup>nd</sup> Floor Legislative Chamber, Omaha, NE 68183*  
*Public may attend in person at the Omaha Douglas Civic Center or remotely by going to  
[www.oppd.com/BoardAgenda](http://www.oppd.com/BoardAgenda) to access the Webex meeting link and view materials.*

### **Preliminary Items**

1. Chair Opening Statement
2. Safety Briefing
3. Guidelines for Participation
4. Roll Call
5. Announcement regarding public notice of meeting

### **Board Consent Action Items**

6. Approval of the August 2024 Financial Report, September 2024 Meeting Minutes, and the October 17, 2024 Agenda
7. Risk Committee Charter – Resolution No. 6xxx
8. President and CEO Emergency Succession Plan – Resolution No. 6xxx
9. Regulatory Accounting for 2024 Storm Costs – Resolution No. 6xxx
10. 2024 COP Excess Expenditures Request – Resolution No. 6xxx
11. SD-13: Stakeholder Outreach and Engagement Monitoring Report – Resolution No. 6xxx
12. SD-7: Environmental Stewardship Monitoring Report – Resolution No. 6xxx
13. SD-7: Environmental Stewardship Revision – Resolution No. 6xxx

### **Board Discussion Action Items**

TBD

### **Other Items**

14. President's Report
15. Opportunity for comment on other items of District business
16. Adjournment

Please use the link below to find all committee and board agendas, materials and schedules. Board governance policies and contact information for the board and senior management team also can be found at [www.oppd.com/BoardMeetings](http://www.oppd.com/BoardMeetings).



Action Item	Board Assignment	ELT Lead	Priority	Board Resources	OPPD Resources	Status	Accepted	Start	Finish	Comment
Develop a Board training plan	Chair	Fernandez	Medium	Medium	Low	On Track	12/01/21	08/11/22		In discussion with Governance Committee
SD-2: Rates Policy Refinement (Most recent monitoring report approved 6/18/24)	FIN	Bishop	Medium	Medium	Medium	On Hold	08/26/20	04/02/21		Initial revision completed (12/15/22); Will make future revisions based upon the outcomes of the Rate Workshops (timing TBD)
Revise Audit Sub-committee charter and committee member appointment process	GOV	Focht	Medium	Low	Low	On Track	02/06/24	08/30/24	TBD	Will be discussed at the October All Committees meeting
Ad Hoc Committee on Market Transformation	GOV	Focht	Low	Low	Medium	On Hold	08/26/20	04/01/24		SD-9 potential revisions may address part of this topic; seeking feedback in Q2 24
Update the language in GP-6: Role of the Board Officers - Add clarity for how/when/who appoints ad hoc committees	GOV	Focht	Low	Low	Low	Not Started	12/01/21			
CEO Emergency Succession Plan	GOV	Purnell	High	Low	Low	On Track	08/06/24	09/01/24	10/15/24	
SD-7: Environmental Stewardship policy refinement (Most recent monitoring report approved 10/17/23)	SMNO	Fleener	High	Low	High	On Track	08/30/23	08/30/23	10/15/24	



**BOARD OF DIRECTORS**

## Reporting Item

October 15, 2024

### ITEM

New Generation & Transmission Update

### PURPOSE

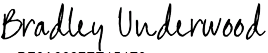
The District is providing an update on the large number of bulk electric system projects that are advancing through the planning, engineering, construction, and commissioning phases of their respective project lifecycles.

### FACTS

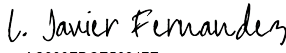
- a. Standing Bear Lake Station: For the approximate 150MW reciprocating internal combustion engine (RICE) facility in Douglas County, Nebraska, the construction activities are advancing through finalization and the commissioning phases are ramping up with the expectation to reach operations in December 2024. The facility is currently 96.7% complete.
- b. Turtle Creek Station: For the approximate 450MW simple cycle combustion turbine (CT) facility in Sarpy County, Nebraska, the construction activities are nearly finalized, and commissioning phases have ramped up with expectation to reach operations in December 2024. The facility is currently 94.1% complete.
- c. Renewable Energy Resource Facilities:
  - i. Solar
    1. K Junction Solar - Project development efforts are still underway for the potential 310MW K Junction project in York County, Nebraska.
    2. Pierce County Energy Center - Contracts have been executed for a new 420MW solar/170MW battery facility in Pierce County, Nebraska, dependent on results of various items including the Southwest Power Pool Interconnection study and firm network transmission study.
- d. Energy Storage: Provide an update on the current efforts to advance a feasibility study to potentially deploy energy storage at the North Omaha Station.
- e. Cass County Station Units 3, 4 and 5 and Turtle Creek Station Unit 3 -- Dual Fuel Combustion Turbines: Approximately 900MW simple cycle combustion turbines (CT) will be constructed at Turtle Creek Station and Cass County Station. Responses to OPPD's Requests for Qualifications (RFQ) have been received and the sourcing is advancing to select an Engineer, Procure and Construct (EPC) vendor. The District has also applied for applicable air permits.

- f. Cass County Station Units 1 and 2 Dual Fuel Conversion: Contracts have been executed with Siemens to complete the dual fuel conversion retrofit of Cass County Siemens Units 1 and 2. Responses to OPPD's RFQ for an EPC vendor have been received and sourcing efforts continue to advance. The District has also applied for applicable air permits.

RECOMMENDED:

DocuSigned by:  
  
D7C8627FE454F8  
\_\_\_\_\_  
Bradley R. Underwood  
Vice President -- Systems Transformation

APPROVED FOR REPORTING TO BOARD:

Signed by:  
  
AG399F8CE52247E  
\_\_\_\_\_  
L. Javier Fernandez  
President and Chief Executive Officer

BRU: trv, maw, rak



# New Generation & Transmission Update

Committee Meeting  
October 15, 2024



# New Generation & Transmission Update

## Agenda

- Standing Bear Lake Station & Turtle Creek Stations 1 and 2
- Solar Facilities
- Energy Storage
- Cass County Station Units 3, 4 and 5 & Turtle Creek Station Unit 3
- Cass County Station 1 and 2 Dual Fuel Conversion



# Standing Bear Lake Station and Turtle Creek Station Units 1 and 2



# New Generation & Transmission Update

## Standing Bear Lake Station



- Site Progress: 96.7%
- Commissioning Continues
- Next Milestone:
  - Final Deliveries
  - Admin. Building & Warehouse Move-in
  - Engine 9 First Fire
- Substantial Completion: Q4, 2024

## Turtle Creek Station Units 1 and 2



- Site Progress: 94.1%
- Commissioning Continues
- Next Milestone:
  - Admin. Building & Warehouse Move-in
  - Turbine 1 First Fire
- Substantial Completion: Q4, 2024



# Solar Update





# Pierce County Energy Center

## New Generation

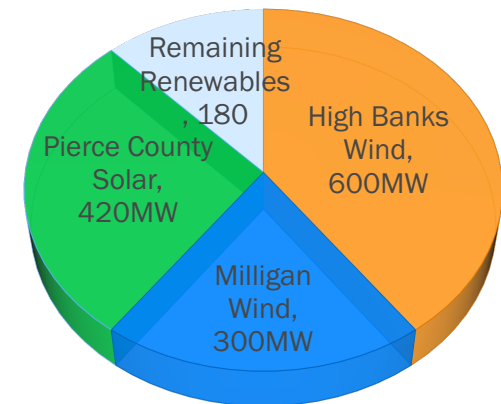
### PROJECT OVERVIEW

- Nameplate: 420 MW Solar & 170MW Storage
- Location: Pierce Co, NE
- Developer: NextEra

### STATUS

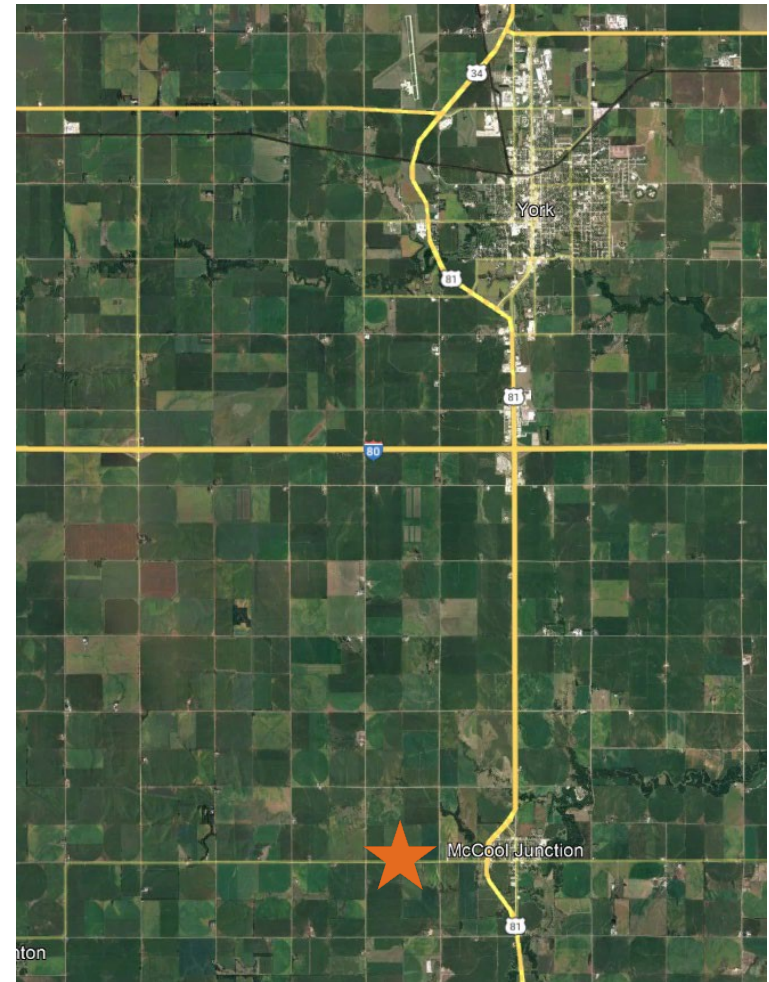
- Unique partnership between Google and OPPD
- Contingent on a number of items, including:
  - Generation Interconnection Agreement study
  - Firm network transmission service study
- Construction began September 2024
- Estimated commercial operation in 2027

### OPPD RENEWABLE SOURCING



# K Junction Solar

- Generation Interconnection Agreement between OPPD, NPPD, and SPP effective August 2023
- Project Team evaluating documentation and project schedule
- Continuing community engagement and communication
- Supporting York County and the Village of McCool Junction on the development of reasonable solar regulations
- Efforts ongoing with NPPD on the timeline of the associated transmission/facility upgrades



★ General solar facility location



# Energy Storage Update



# Energy Storage Update

- Near Term Generation Resource Plan
  - Approximately 125 MW of energy storage at 4-hours equivalent
  - Pierce County Energy Center materially satisfies the required storage volumes in SD-9 but the feasibility study at North Omaha will continue
- Feasibility Study
  - In progress with results expected Q4 2024
  - Evaluate:
    - Location
    - Estimated site preparation
    - Layout of equipment
    - Interconnection considerations
    - Major equipment supply
    - Construction timelines
    - Budgetary estimates





# Cass County Station Units 3, 4, 5 and Turtle Creek Station Unit 3



# New Cass County and Turtle Creek Generation

- 900MW total
- Four Siemens, 225MW turbines under contract
- Site Selection:
  - Cass County Station Units 3, 4 and 5
  - Turtle Creek Station Unit 3
- Air permit application submitted
- Request for construction contractor qualifications
  - Received responses and completed review
- Efforts advancing to secure a contractor to Engineer, Procure, Construct (EPC)
  - Anticipated by end of 2024





# Cass County Stations 1 and 2 Dual Fuel Conversion



# Cass County 1-2 Dual Fuel Conversion

- 324 MW
- Executed Siemens dual fuel retrofit contract
- Siemens to perform turbine work and EPC contractor to perform fuel oil tank and associated upgrades
- Air permit application submitted
- Request for construction contractor qualifications
  - Received responses and completed review
- Efforts advancing to secure a contractor to Engineer, Procure, Construct (EPC)
  - Anticipated by end of 2024

