



Spurgeon/Focht

RESOLUTION NO. 6689

WHEREAS, on February 1, 2009 the District's Board of Directors adopted Charters for the Board's standing committees; and

WHEREAS, under the Charters, each Committee conducts an annual evaluation, which includes review of the Charters and recommendations for any revisions; and

WHEREAS, the System Management and Nuclear Oversight Committee recommends that the Board of Directors approve the revised Charter attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the revisions to the District's System Management and Nuclear Oversight Committee Charter as set forth on Exhibit A attached hereto, be and hereby are approved, and effective as of February 20, 2025.

**Omaha Public Power District
System Management and Nuclear Oversight Committee Charter
As of February 20, 2025**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its System Management and Nuclear Oversight 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. 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 preferably 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 shall monitor the safe, reliable and cost-effective operation and construction of all generation, transmission, and distribution facilities owned and operated by the Company.
2. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
 - SD-4 - Reliability
 - SD-6 - Safety
 - SD-7 - Environmental Stewardship
 - SD-9 - Integrated System Planning
 - BL-8 - Delegation to the President and Chief Executive Officer – Procurement
 - BL-10 - Delegation to the President and Chief Executive Officer – Real and Personal Property
 - BL-12 - Delegation to the President and Chief Executive Officer – Transmission, Wholesale Electricity, Fuel and Other Energy Transactions
 - GP-15 - Nuclear Oversight
3. The Committee shall periodically visit the Company's generation, transmission, and distribution facilities.
4. The Committee shall review regulatory and public policy strategies and practices of the generation and delivery of energy and its relationship with regulators, public officials, consumers, and other stakeholders, as well as any compliance issues related to same.

Duties and Responsibilities – Nuclear Decommissioning Oversight

5. The Committee shall monitor spent fuel operations and decommissioning of Fort Calhoun Nuclear Station (FCS).
6. The Committee shall receive prompt notification of any significant incidents or events that occur regarding FCS.
7. The Committee shall review summary inspection/evaluation reports by internal and external nuclear oversight groups as follows:
 - Nuclear Regulatory Commission (NRC) reports identifying moderate safety or security (Severity Level 3) or higher violation(s)
 - Internal Audit reports identifying a Finding(s)

Follow up discussions with appropriate stakeholders should be conducted as needed to understand the identified issue(s) and corrective actions.

8. The Committee shall review the status of decommissioning funding, status of funding for managing irradiated fuel, and the financial assurance status report information as provided to the NRC by regulation.
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 B

**Omaha Public Power District
System Management and Nuclear Oversight Committee Charter
As of ~~May 18, 2023~~[insert new date]**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its System Management and Nuclear Oversight 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. 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 preferably 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 shall monitor the safe, reliable and cost-effective operation and construction of all generation, transmission, and distribution facilities owned and operated by the Company.
2. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
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3. The Committee shall periodically visit the Company's generation, transmission, and distribution facilities.
4. The Committee shall review regulatory and public policy strategies and practices of the generation and delivery of energy and its relationship with regulators, public officials, consumers, and other stakeholders, as well as any compliance issues related to same.

Duties and Responsibilities – Nuclear Decommissioning Oversight

5. The Committee shall monitor spent fuel operations and decommissioning of Fort Calhoun Nuclear Station (FCS).
6. The Committee shall receive prompt notification of any significant incidents or events that occur regarding FCS.
7. The Committee shall review summary inspection/evaluation reports by internal and external nuclear oversight groups ~~such as~~ follows:

- Nuclear Regulatory Commission (NRC) reports identifying moderate safety or security (Severity Level 3) or higher violation(s)
- ~~Decommissioning Oversight Committee (DOC)~~
- Quality Assurance (QA) Internal Audit reports identifying a Finding(s)

Follow up discussions with appropriate stakeholders should be conducted as needed to understand the identified issue(s) and corrective actions.

~~8. The Committee, or members of the Committee, shall meet periodically with oversight groups such as the NRC, DOC and QA.~~

~~9. The Committee shall review FCS decommissioning summary reports that include key performance indicators.~~

~~10. The Committee shall review the company's decommissioning expenditures to ensure cost effectiveness is being considered in decision making.~~

8. The Committee shall review the status of decommissioning funding, status of funding for managing irradiated fuel, and the financial assurance status report information as provided to the NRC by regulation.

11.9. 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.

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Action Item

BOARD OF DIRECTORS

February 18, 2025

ITEM

Standing Committee Annual Charter Reviews

PURPOSE

To ensure board review, discussion and acceptance of the revisions to the OPPD Board of Directors Standing Committee Charters.

FACTS


- a. The OPPD Board of Directors has adopted charters for each of its standing committees that convey how each committee is structured and operates, its duties and responsibilities and its expectations for annual review and evaluation.
- b. The Customer and Public Engagement, Finance, Governance and System Management and Nuclear Oversight standing committees have completed the annual review of their charters.
- c. The System Management and Nuclear Oversight Committee recommends for Board approval the changes proposed by management, as outlined in the charter attached as Exhibit A and redlined in Exhibit B, to reflect the duties and responsibilities for Nuclear Decommissioning Oversight given the current phase of decommissioning of the Fort Calhoun Station.

ACTION

Approval of the System Management and Nuclear Oversight Committee Charter as shown in the attached Exhibit A.

RECOMMENDED:

APPROVED FOR BOARD CONSIDERATION:

Signed by:

 Scott M. Focht
 Vice President – Corporate Strategy and Governance

Signed by:

 L. Javier Fernandez
 President and Chief Executive Officer

Attachments: Exhibit A – Clean Version of Proposed Revisions
 Exhibit B – Redline Version of Proposed Revisions
 Resolution