



## OPPD BOARD OF DIRECTORS

### ALL COMMITTEE MEETING MINUTES

**January 13, 2026**

The regular committee meetings of the Board of Directors of the Omaha Public Power District ("OPPD" or "District") were held in person, at OPPD's administrative offices, 1919 Aksarben Dr, Omaha, NE, with public accessibility both in person and via WebEx audio and video conference on Tuesday, January 13, 2026. The meeting opened at 8:15 a.m.

Present in person were A. E. Bogner, M. J. Cavanaugh, M. R. Core, J. L. Hudson, C. C. Moody, M. G. Spurgeon and E. H. Williams. Also present in person was Brian Juncker with STS Consulting, Messrs. S. Bruckner, of the Fraser Stryker law firm, General Counsel for the District. Chair M. R. Core presided and E. H. Lane, Sr. Board Operations Specialist, recorded the minutes.

The Executive Leadership Team members joined for the open session at 10:00 a. m. Present in person included CEO Fernandez, K. W. Brown, C. V. Fleener, G. M. Langel, S. M. Focht, T. D. McAreavey, J. F. Rainey, Interim VP, Human Capital, B. R. Underwood, and T. R. Via.

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

Chair Core gave a brief opening statement, including an announcement regarding public notice of meeting, which was publicized by notifying the area news media<sup>1</sup>; by publicizing same in the Omaha World Herald<sup>2</sup>, OPPD Outlets newsletter, oppd.com and social media; by displaying such notice on the first level of OPPD administrative offices; and by emailing such notice to each of the District's Directors on January 9, 2026. He also provided reminders for using the WebEx audio and video conferencing platform. He noted the Board would conduct a closed session to discuss one topic: (i) CEO Growth and Effectiveness Update.

#### ***Committee Agenda Item 2: Closed Session***

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<sup>1</sup> News outlets that received OPPD Board meeting notification emails included: 1. KETV; 2. WOWT; 3. KMTV; 4. KPTM; 5. Telemundo Nebraska; 6. Nebraska Public Media (NET-TV); 7. NewsChannel Nebraska; 8. KFAB; 9. KOIL 1290 AM; 10. KIOS 91.5 FM – Nebraska Public Radio (Omaha); 11. Radio Lobo – 97.7 FM (Omaha); 12. Boomer Blair 97.3 FM (Blair); 13. KHUB 1340 AM/KFMT 101.5 FM (Fremont); 14. Sunny 101.3 FM (Falls City); 15. Omaha World Herald; 16. Washington County Enterprise & Blair Pilot Tribune; 17. Lincoln Journal Star; 18. Omaha Daily Record; 19. Omaha Star; 20. Douglas County Post-Gazette; 21. Papillion Times; 22. Bellevue Leader; 23. Midlands Business Journal; 24. Ralston Recorder; 25. Sarpy Guide and News; 26. Pawnee Republican; 27. Tecumseh Chieftain; 28. Ashland Gazette; 29. Wahoo Newspaper; 30. Nebraska City News Press; 31. Cassgram (Cass County online news publication); and 32. Associated Press.

<sup>2</sup> Public notice of meeting was requested to be published in the print version of the *Omaha World Herald* newspaper on January 6, 2026, and in the online version from January 6 through January 13, 2026. The public notice was posted on nepublicnotices.com on January 6, 2026.

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At 8:19 a.m. Director Moody moved that the Board go into Closed Session. Director Moody stated as follows:

*"I move that the Board go into closed session at this time 8:19 a.m. to discuss one topic: (i) CEO Growth and Effectiveness Update.*

*With respect to the **CEO Growth and Effectiveness Update**, a closed session is necessary because the discussion will involve competitive and confidential compensation and retention information, as well as performance evaluation information.*

The motion was seconded by Director Bogner.

Thereafter, the vote was recorded as follows: Bogner – Yes; Cavanaugh – Yes; Core – Yes; Howard – Absent; Hudson – Yes; Moody – Yes; Spurgeon – \*Absent; Williams – Yes. The motion carried (6-0). \*

\*Director Spurgeon joined the meeting at 8:21am.

Chair Core read the following:

*"The motion to go into closed session has passed. This closed session will be limited to one topic: (i) CEO Growth and Effectiveness Update. No votes or other board action will be taken."*

After confirming the Board members, B. Juncker, Messrs. S. Bruckner, General Counsel, and E. H. Lane were present, the WebEx Event was locked to prevent additional attendees from joining. The Board requested Messr. S. Bruckner and E. H. Lane leave the closed session. The Board then conducted its closed session discussion of CEO Growth and Effectiveness Update.

At 9:50 a.m., the WebEx Event was unlocked to allow OPPD Executive Leadership Team, OPPD staff and the public to join.

At 10:00 a.m., a motion was made and seconded to reconvene the meeting in open session.

Thereafter, the vote was recorded as follows: Bogner – Absent; Cavanaugh – Yes; Core – Yes; Howard – \*Absent; Hudson – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes. The motion carried (6-0). \*

\*Director Bogner left the meeting at 9:50 a.m.

Chair Core stated:

*The motion to come out of closed session at 10:02 a.m. is carried. This closed session was limited to discussion regarding one topic: (i) CEO Growth and Effectiveness Update. No votes or other board actions were taken."*

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

Chair Core welcomed members of the public and gave an overview of the meeting agenda and reminders for using the WebEx audio and video conferencing platform. He informed the public that the Board will take public comment at the end of the All Committees meeting. The Board will

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also take public comments at the Board meeting on Thursday, January 15, 2026 which will be conducted in person at the Omaha Douglas Civic Center at 5:00 p.m. The public may attend in person or remotely via WebEx Events by going to oppd.com.

Chair Core noted all Board members were present in person except for S. E. Howard. Also present were members of the OPPD executive leadership team and subject matter experts. Additionally, 17 members of the public and OPPD employees joined via WebEx.

### ***Committee Agenda Item 4: Safety Briefing***

J. Clark, Manager Protective Services, provided physical and psychological safety reminders.

### ***Committee Agenda Item 5: Committee Briefings***

#### **Governance Committee Chair Report**

Director Spurgeon reported the Governance Committee met on January 6 via Teams videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The committee discussed: (i) Safety Briefing; (ii) Prior Month Pre-Committee Action Items; (iii) 2025 Annual Committee Report Review; (iv) Election of Board Officers and Standing Committee Assignments; (v) Governance Committee Planning Calendar; (vi) Board Work Plan – Governance items; (vii) Summary of Meeting; and (viii) Open Discussion.

Governance Committee items on the Board work plan were reviewed.

#### Supporting Data

Agenda

Board Work Plan

#### **System Management & Nuclear Oversight Committee Chair Report**

Director Williams reported the System Management & Nuclear Oversight Committee met on January 7, in person and via WebEx videoconference. A copy of the agenda for the meeting was made available in the All Committee meeting materials for the Board to review. The committee discussed: (i) Safety Briefing; (ii) Prior Month Pre-Committee Action Items; (iii) 2025 Annual Committee Report Review; (iv) Real Property and Land Management; (v) Air Permitting Status Update; (vi) Reliable Power Pillar Overview; (vii) Fuels Update; (viii) Integrated System Plan Timeline; (ix) North Omaha Station Timeline; (x) Local Electric Grid Planning per Resolution No. 6744; (xi) Board Work Plan – Systems Committee Items; (xii) Summary of Meeting; (xiii) Open Discussion.

System Management and Nuclear Oversight Committee items on the Board Work Plan were reviewed.

#### Supporting Data

Agenda

Board Work Plan

#### **Customer and Public Engagement Committee Chair Report**

Director Cavanaugh reported the Customer and Public Engagement Committee met on January 5, in person and via WebEx videoconference. A copy of the agenda for that meeting was made available in the All Committee meeting materials for the Board to review. The committee

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discussed: (i) Safety Briefing; (ii) Prior Month Pre-Committee Action Items; (iii) 2025 Annual Committee Report Review; (iv) Product and Service Update; (v) Legislative Update; (vi) AMI Customer and Stakeholder Engagement; (vii) Board Work Plan; (viii) Summary of Meeting; and (ix) Open Discussion.

Customer and Public Engagement Committee items on the Board Work Plan were reviewed.

### Supporting Data

Agenda

Board Work Plan

### **Finance Committee Chair Report**

Director Moody reported the Finance Committee did not meet in January.

### ***Committee Agenda Item 6: Oversight and Monitoring***

#### **AMI Customer and Stakeholder Engagement**

M. W. Hardebeck, Manager Customer Experience & Operations, provided the following report to update the Board of Directors on OPPD's AMI Customer and Stakeholder Engagement progress.

This update provides an overview of AMI Customer and Stakeholder Engagement efforts, including outreach through local leader meetings, customer roadshows, pilot communications, and digital engagement initiatives. It also includes an update on customer adoption and utilization of new enhancements introduced through AMI and MyOPPD and outlines upcoming plans to refine engagement approaches and support full rollout of advanced metering infrastructure.

### Supporting Data

Datasheet

Presentation

### **Legislative and Regulatory Update**

R. K. Scott, Government Affairs Specialist, provided the following report to update the Board of Directors on 2026 state and federal legislative matters, local government and regulatory matters.

- a. Nebraska's 109<sup>th</sup> Legislature 2<sup>nd</sup> session began on January 7, 2026 and is expected to end on April 17, 2026.
- b. The 119<sup>th</sup> Congress began on January 3, 2025 and is expected to end January 3, 2027.

### Supporting Data

Datasheet

Presentation

### **Integrated Systems Plan Timeline**

S. J. Coleman, Director, Energy Portfolio Planning, provided the Board of Directors with an update on the development of an Integrated System Plan.

- a. OPPD's 2026 Integrated System Plan (ISP) will transition OPPD's historical Integrated Resource Planning (IRP) process into a more holistic, integrated system planning

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approach combining resource planning with transmission and distribution planning and customer solutions.

- b. OPPD's ISP goals are to deliver affordable, reliable and environmentally sensitive energy to meet all aspects of customer demand in the near and long-term planning horizon.
- c. OPPD's 2026 ISP has a target completion by the end of 2026 and will solicit stakeholder input as part of OPPD's stakeholder outreach efforts.

### Supporting Data

Datasheet

Presentation

## **Committee Agenda Item 7: Governance and Board Matters**

### **Election of Board Officers**

M. G. Spurgeon, Chair, Governance Committee, provided the following recommendation for the annual election of Board officers in accordance with the District's Bylaws and Board Policy GP-5, ensuring governance continuity and compliance.

- c. Article I, Section 2 of the District's Bylaws requires the Board to elect the Chair, Vice Chair, Secretary, and Treasurer from among its members at the regular January meeting. Officers serve for one year and until successors are elected. Removal during the term requires an affirmative vote of at least five Directors at a regular or special meeting.
- d. Consistent with Board Policy GP-5: Election of the Board Officers, the Governance Committee is accountable for recommending a slate of officers for Board consideration.
- e. The Governance Committee recommends for Board consideration the proposed slate of officers listed on Exhibit A, effective January 15, 2026.

Requesting board approval of the slate of Board officers for 2026, as recommended by the Governance Committee and listed on Exhibit A, effective January 15, 2026

The Board was scheduled to vote on this matter at the January 15, 2026 board meeting

### Supporting Data

Datasheet

Exhibit A

Resolution

### **Board Standing Committee Assignments**

M. G. Spurgeon, Chair, Governance Committee, provided the following recommendations for the annual election of OPPD Board of Directors Standing Committee assignments for 2026.

- a. In accordance with Article III, Section 1, of the District's Bylaws, the Chair of the Board will appoint two or more Directors to each Standing Committee established in the Bylaws.

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- b. In support of its policy oversight accountability for *GP-6: Role of the Board Officers*, *GP-8: Board Committee Principles* and *GP-9: Board Committee Chairs*, the Governance Committee developed and recommends for Board consideration the 2026 Standing Committee Assignments based upon its awareness of individual Board member interests.
- c. The District Bylaws specify that the Board of Directors must concur with the Standing Committee assignments.

Requesting board approval of the 2026 Standing Committee assignments listed on Exhibit A, as recommended by the Governance Committee, effective January 15, 2026

The Board was scheduled to vote on this matter at the January 15, 2026 board meeting.

### Supporting Data

Datasheet

Exhibit A

Resolution

### **Standing Committee Annual Reports for 2025**

S. M. Focht, Vice President, Corporate Strategy and Governance, presented the following to confirm responsibilities described in the Standing Committee charters have been fulfilled.

- a. On February 1, 2009, the Board of Directors adopted the standing committee charters.
- b. In compliance with the charters, each Board committee completes an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in the Charter have been fulfilled.
- c. Each Committee has reviewed its performance, resulting in the Standing Committee Annual Reports for 2025 attached as Exhibit A through Exhibit D.

Requesting Board of Directors acceptance of the standing committee annual reports for 2025 as shown in Exhibit A through Exhibit D as evidence of the performance of each committee's accountabilities.

The Board was scheduled to vote on this matter at the January 15, 2026 board meeting

### Supporting Data

Datasheet

Exhibits A-D

Resolution

### **Board Policy Review – GP-6: Role of the Board Officers; GP-9 Board Committee Chairs; and BL-1: Board – President & CEO Relationship**

M. G. Spurgeon, Chair, Governance Committee, presented three board policies for review and discussion by the full Board of Directors.

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Supporting Data

GP-6: Role of the Board Officers  
GP-9 Board Committee Chairs  
BL-1: Board – President & CEO Relationship

**Confirmation of Board Meeting Agenda**

The Board members reviewed the agenda for the Board meeting on Thursday, January 15, 2026. The meeting will be conducted in person at the Omaha Douglas Civic Center, 2<sup>nd</sup> Floor Legislative Chamber, at 5:00 p.m. The public may attend in person or remotely via WebEx audio and video conference.

***Committee Agenda Item 8: Opportunity for Public Comment on Items of District Business***

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

Chair Core asked for comments from members of the public on WebEx. There were two comments.

David Corbin, 1002 N. 49<sup>th</sup> St, provided comments on solar energy and the North Omaha Station resolution.

Ken Winston, Lincoln, NE, representing the Nebraska Sierra Club, provided comments on the North Omaha Station resolution and community outreach investments.

There were no additional comments from the public in attendance at the meeting or via WebEx.

***Committee Agenda Item 9: Closed Session***

At 11:21 a.m. Director Moody moved that the Board go into Closed Session. Director Moody stated as follows:

*"I move that the Board go into closed session at this time 11:21 a.m. to discuss one topic: (i) Strategic Risk: Public Power Model.*

*With respect to **Strategic Risk: Public Power Model**, a closed session is necessary for the protection of the public interest because the discussion involves competitively sensitive customer information, sensitive utility infrastructure information, confidential cost information, and potential resource acquisition strategies, the disclosure of which would disadvantage the District in future negotiations with potential contractors. The discussion may involve legal matters that are protected by the attorney-client privilege."*

The motion was seconded by Director Cavanaugh.

Thereafter, the vote was recorded as follows: Bogner – Absent; Cavanaugh – Yes; Core – Yes; Howard – Absent; Hudson – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes. The motion carried (6-0).\*

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\*Director Bogner left the meeting at 9:50 a.m. and Director Howard joined the meeting at 11:30 a.m.

Chair Core read the following:

*"The motion to go into closed session has passed. This closed session will be limited to one topic: (i) Strategic Risk: Public Power Model. No votes or other board action will be taken."*

After confirming the Board members, executive leadership team members and Messrs. S. Bruckner and T. Thalken, General Counsel, and E. H. Lane were present, the WebEx Event was locked to prevent additional attendees from joining. The Board then conducted its closed session discussion of Strategic Risk: Public Power Model.

At 1:20 p.m., the WebEx Event was unlocked to allow OPPD staff and the public to join.

At 1:21 p.m., a motion was made and seconded to reconvene the meeting in open session.

Thereafter, the vote was recorded as follows: Bogner – Absent; Cavanaugh – Yes; Core – Yes; Howard – Yes; Hudson – Yes; Moody – Yes; Spurgeon – Yes; Williams – Yes. The motion carried (7-0).

Chair Core stated:

*The motion to come out of closed session at 1:21 p.m. is carried. This closed session was limited to discussion regarding one topic: (i) Strategic Risk: Public Power Model. No votes or other board actions were taken."*

There being no further business, the meeting was adjourned at 1:21p.m.

Signed by:



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

DocuSigned by:



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E. H. Lane  
Sr. Board Operations Specialist