



Spurgeon/Focht

RESOLUTION NO. 6753

WHEREAS, Board Policy *BL-1A: Board–OPPD Officer Relationship* provides that, upon recommendation of the President and Chief Executive Officer (CEO), the Board of Directors is responsible for the appointment and compensation and benefit approval of OPPD Officers, including Vice Presidents; and

WHEREAS, Board Policy *BL-2: Board–General Counsel Relationship* identifies the General Counsel as a member of the executive leadership team and key advisor responsible for ensuring OPPD’s legal compliance and protection, and providing independent legal guidance to the Board regarding governance, fiduciary duties, regulatory compliance, and legal risks; and

WHEREAS, the CEO has recommended the appointment of Peter (“Pete”) Fischer as Vice President & General Counsel, along with approval of his proposed compensation, based on his qualifications and the responsibilities associated with the General Counsel role.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the appointment of Peter Fischer as Vice President, General Counsel, and the compensation as set forth on the attached exhibit, be and hereby are approved, effective May 11, 2026.

**EXHIBIT A
OMAHA PUBLIC POWER DISTRICT
SALARY ACTION FOR CORPORATE OFFICER
APPROVAL DATE: March 19, 2026**

| <u>Officer</u> | <u>Present Salary</u> | <u>% of Midpoint</u> | <u>Effective Date</u> |
|--|---------------------------|--------------------------|---------------------------|
| Peter Fischer Vice President, General Counsel | \$430,500 | 92.2% | May 11, 2026 |



BOARD OF DIRECTORS

Action Item

March 19, 2026

ITEM

General Counsel Appointment and Compensation Approval

PURPOSE

Approval of the appointment and compensation of Peter Fischer as Vice President, General Counsel

FACTS

- a. In accordance with board policy, *BL-1A: Board – OPPD Officer Relationship*, upon recommendation of the CEO, the Board is responsible for the appointment and compensation approval of OPPD officers.
- b. In accordance with board policy, *BL-2: Board – General Counsel Relationship*, the General Counsel serves as a key advisor to the Board and CEO, ensuring legal compliance and providing independent legal guidance on governance, fiduciary duties, and risk, with unrestricted access to the Board on relevant matters.
- c. Mr. Fischer brings more than 15 years’ experience as a corporate attorney with experience in energy, biopharma, and financial sectors to OPPD. His most recent position has been Associate General Counsel at Black Hills Energy. Mr. Fischer holds a Bachelor of Science degree in Business Administration, as well as a Master of Business Administration from the University of South Dakota. Mr. Fischer holds a Juris Doctorate from the University of South Dakota Knudson School of Law.
- d. Based on Mr. Fischer’s qualifications, experience, and responsibilities defined in BL-2, the CEO recommends Mr. Fischer’s appointment and compensation as outlined in Exhibit A.

ACTION

Board approval of the appointment and compensation of Peter Fischer as Vice President, General Counsel.

RECOMMENDED

Signed by:


 Scott M. Focht
 Vice President Corporate Strategy & Governance

APPROVED FOR BOARD CONSIDERATION:

Signed by:


 L. Javier Fernandez
 President and Chief Executive Officer

Attachments: Exhibit A
Resolution