



Spurgeon/Wheeler

RESOLUTION NO. 6776

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

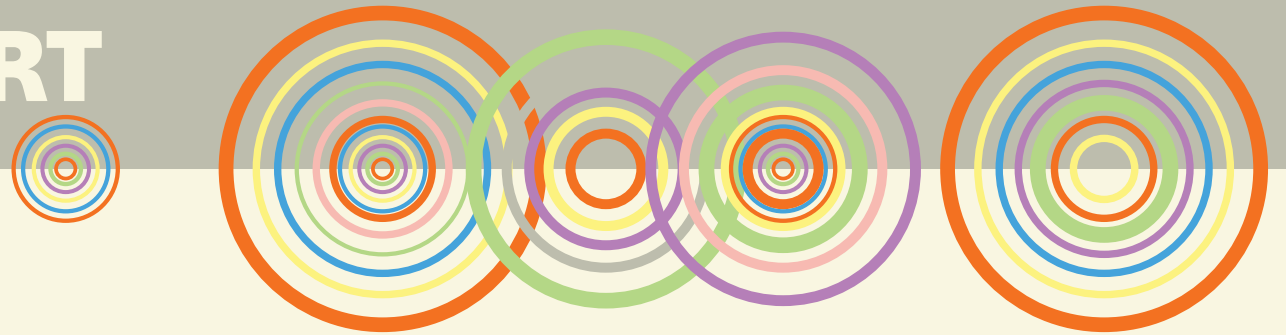
WHEREAS, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

WHEREAS, the Board's Governance Committee (the "Committee") is responsible for evaluating Board Policy SD-10: Ethics on an annual basis, and the Committee has reviewed the 2026 SD-10: Ethics Monitoring Report.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Omaha Public Power District accepts the 2026 SD-10: Ethics 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.

➤ 9.15.26 ➤

SD-10: ETHICS GOVERNANCE COMMITTEE MONITORING REPORT



Joni W. Wheeler
Vice President Human Capital



SD-10: ETHICS

- OPPD must maintain public trust in the integrity and ethical conduct of its Board and employees.
- The Board will adopt and update a Code of Ethics and Business Conduct to ensure the public interest remains paramount.
- OPPD will maintain and enforce a Code of Conduct for all employees.
- The Code requires high ethical standards, clear guidelines for conduct, and disclosure of potential conflicts of interest.
- The Code provides processes for reporting and investigating suspected violations and for delivering an annual report to the Board.

CODE OF ETHICS AND BUSINESS CONDUCT

Board of Directors	Employees
Emphasizes high ethical standards, legal compliance, and fair dealings. • Requires disclosure and avoidance of conflicts of interest. • Prohibits improper conduct, acceptance of gifts, or activities that could harm the company. • Protects confidentiality and requires responsible handling of information. • Encourages reporting of violations. • Allows waivers only under exceptional circumstances, approved by the Board Governance Committee.	Emphasizes high ethical standards, legal compliance, and professional conduct. • Must follow all laws, regulations, and OPPD policies, acting with honesty and integrity in all business dealings. • Accurate recordkeeping and truthful reporting are required; falsification, misuse of assets, or fraudulent activity is strictly prohibited • Confidential, proprietary, and nonpublic information must be protected and used only for authorized business purposes. • Employees must avoid and disclose conflicts of interest, improper influences, gifts, or relationships that could compromise impartiality. • Professional conduct is expected at all times, including respectful treatment of coworkers, customers, and the public. • Employees must report suspected violations through approved channels, are protected from retaliation

PROCESSES FOR REPORTING, INVESTIGATING, AND ANNUAL BOARD REPORTING

Board of Directors

1. Communicate violations promptly to the Chair of the Governance Committee
2. Potential violations investigated by the Governance Committee, or the person designated (legal counsel)
3. Appropriate actions taken
4. Report annually to the Board

During the previous 12-month period, 1 report was submitted, with 1 completed, resulting in 1 unsubstantiated case.

Employees

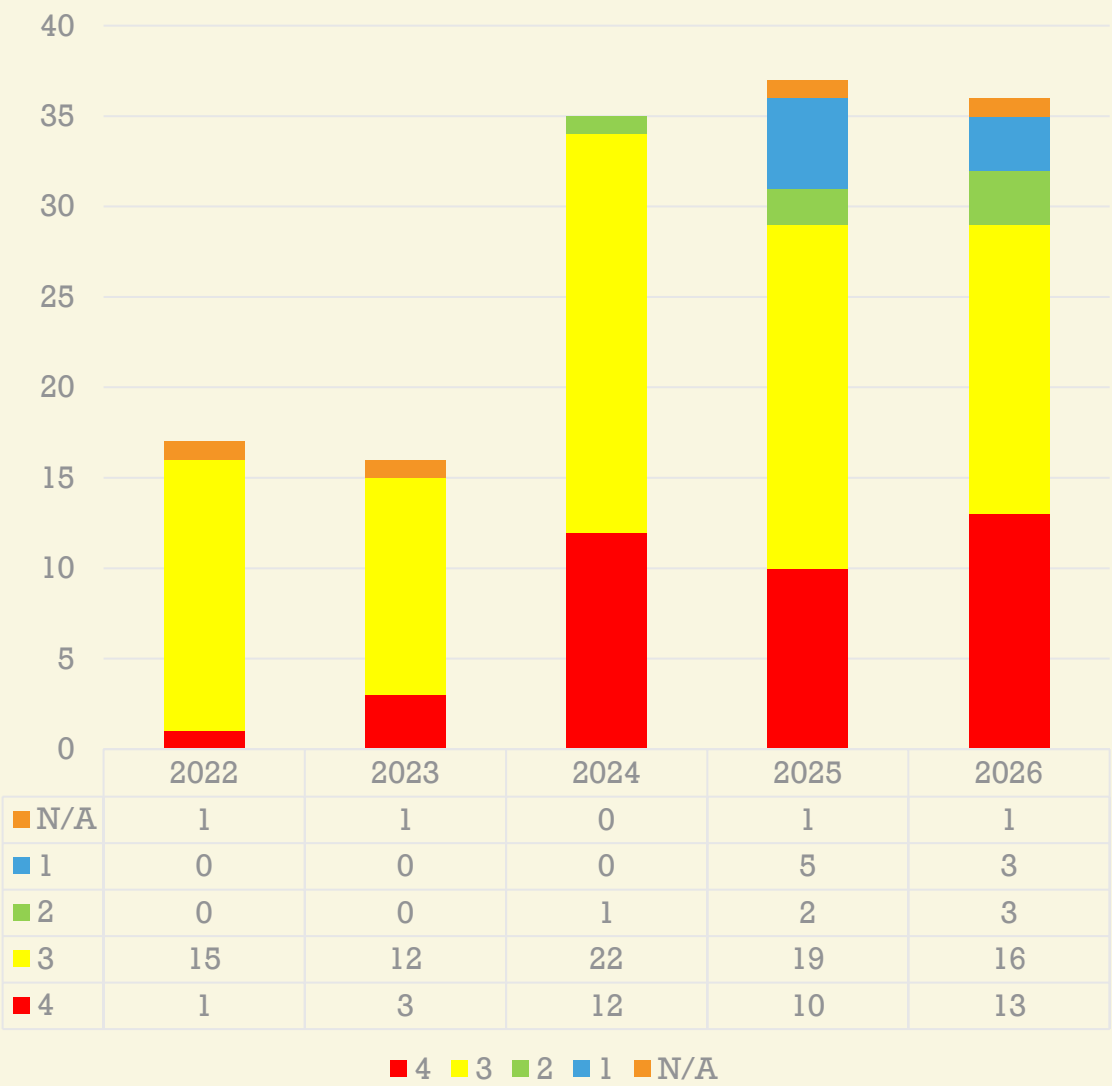
1. Report anonymously through 3rd Party (Ethics Point) or Human Capital
2. Investigated by the appropriate parties
3. Appropriate actions taken
4. Reported annually to the Board

During the previous 12-month period, 36 reports were submitted, with 34 completed and 2 pending, resulting in 23 unsubstantiated cases and 11 substantiated cases where appropriate action was taken.

RISK ASSESSMENT

The Risk Assessment Matrix provides a clear, structured approach for categorizing allegations based on organizational impact, supporting consistent evaluation and prioritization.

- Category 4 – Exceptional impact (legal compliance); may include discrimination, harassment, retaliation, fraud, or workplace violence.
- Category 3 – Significant impact (policy compliance); may include conflicts of interest, improper management practices, nepotism, substance abuse/fitness for duty, or unauthorized use of facilities/equipment.
- Category 2 – Important impact (employee/labor relations); issues that may also be addressed through established programs such as Grievance, Employee Concerns, or discussions with management.
- Category 1 – Duplicate concerns; similar allegations previously addressed within the past year.
- Not Applicable (N/A) – Incomplete allegations.



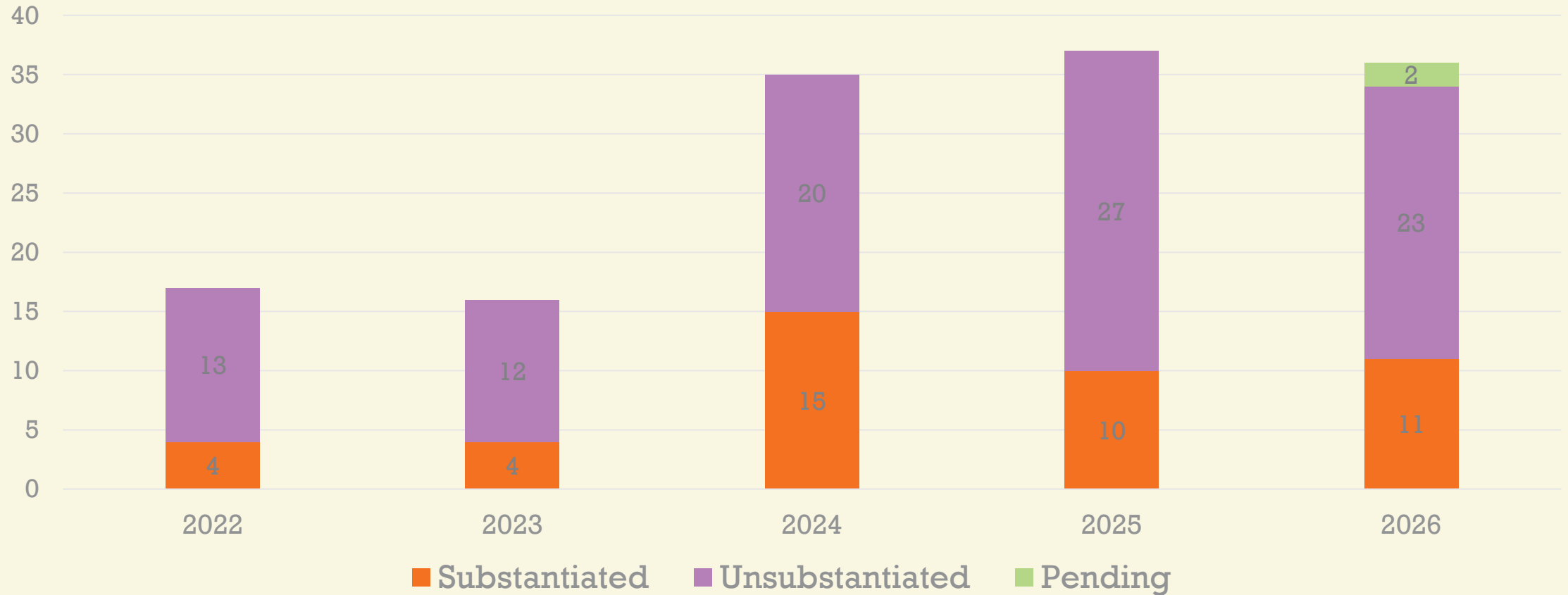
SUMMARY OF ETHICSPPOINT REPORTS

CATEGORY OF ALLEGATIONS 2022 – 2026

	2022	2023	2024	2025	2026	Total
Accounting & Auditing Matters (Errors, Misrepresentations, and Omissions)	0	1	0	0	0	1
Accounting, Auditing and Internal Financial Controls	0	0	1	1	2	4
Conflict of Interest	0	0	1	0	0	1
Data Privacy	0	0	0	1	0	1
Discrimination	3	2	6	11	2	24
Employee Business Expense/Payroll Violations	0	0	0	1	0	1
Environmental Protection, Health or Safety Violations	0	0	0	1	1	2
Fraud	0	0	0	0	1	1
Facility Access Controls/Security	0	0	2	0	0	2
Harassment	0	0	2	1	6	9
Improper Management Practices	5	1	4	5	4	19
Improper Supplier to Contractor Activity/Bribery	0	0	1	0	1	2
Inquiry	2	1	3	5	4	15
Nepotism	1	1	0	1	0	3
Offensive or Inappropriate Communication	0	3	3	2	1	9
Other	3	3	6	4	6	22
Retaliation	1	0	3	0	1	5
Sexual Harassment	0	0	1	0	0	1
Substance Abuse/Fitness for Duty	0	1	0	1	0	2
Theft	1	0	0	0	0	1
Unauthorized/Fraudulent Use of Company Facilities and Equipment	1	0	0	0	2	3
Unsafe Working Conditions	0	0	0	1	0	1
Violation of Policy	0	2	2	2	4	10
Violence or Threat	0	1	0	0	0	1
Violations of Regulations and Laws	0	0	0	0	1	1
Total by Year	17	16	35	37	36	141

SUMMARY OF ETHICSPPOINT REPORTS

DISPOSITION OF ALLEGATIONS

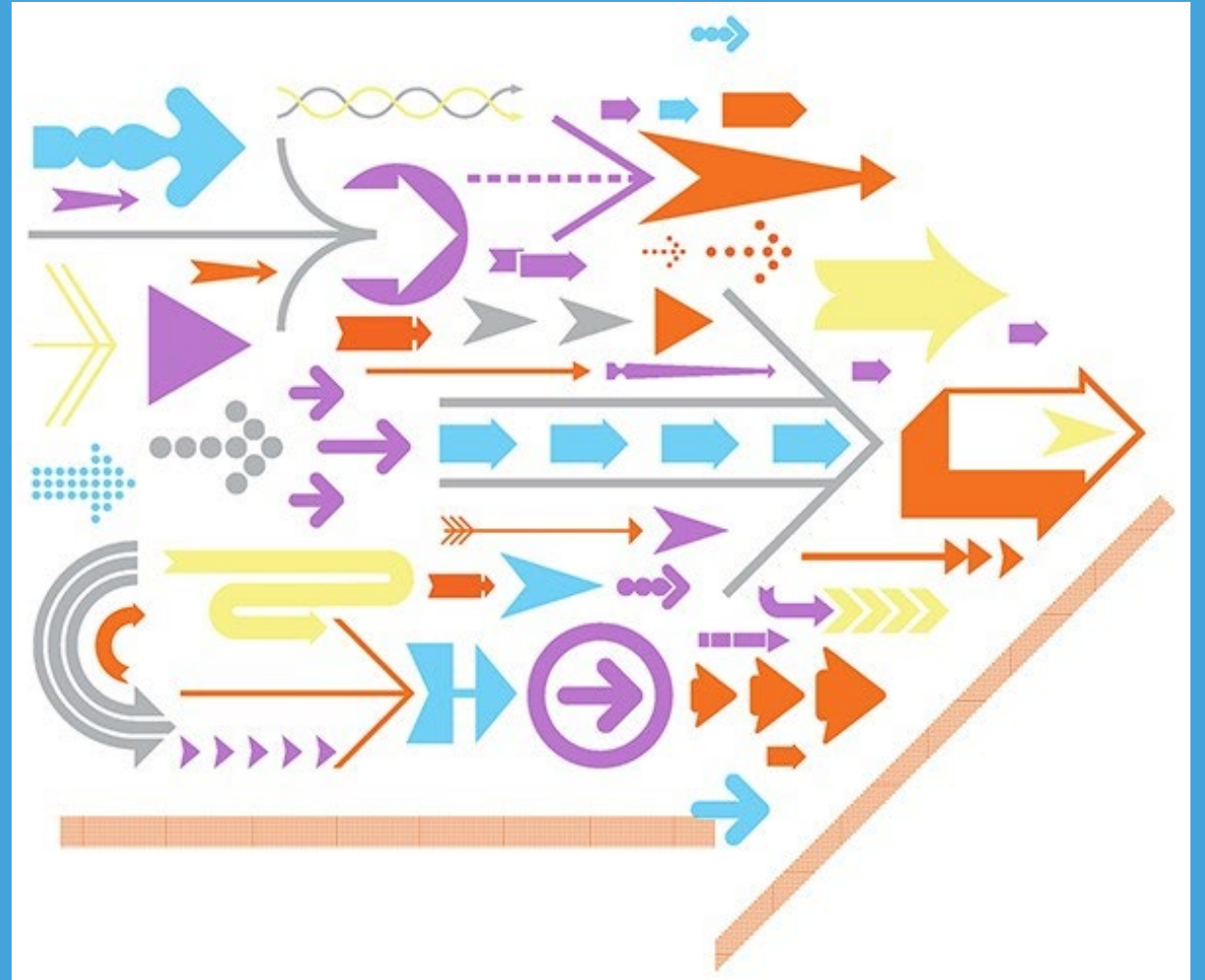


RECOMMENDATION

The Governance Committee has reviewed and accepted this Monitoring Report for SD-10 and recommends that the Board finds OPPD to be sufficiently in compliance with Board Policy SD-10.

Any reflections on

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





Board Action

September 15, 2026

ITEM

SD-10: Ethics Monitoring Report

PURPOSE

To ensure full board review, discussion, and acceptance of the 2026 SD-10: Ethics Monitoring Report.

FACTS

- a. The first group of Board policies was approved by the Board on July 16, 2015. A second group 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 Governance Committee is responsible for evaluating Board Policy SD-10: Ethics.
- d. The Governance Committee has reviewed the SD-10: Ethics Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

ACTION

The Governance Committee recommends Board approval of the 2026 SD-10: Ethics Monitoring Report.

RECOMMENDED:

APPROVED FOR BOARD CONSIDERATION:

Signed by:

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Joni W. Wheeler
Vice President – Human Capital

Signed by:

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L. Javier Fernandez
President and Chief Executive Officer

Attachments:
Exhibit A – SD-10: Ethics Monitoring Report
Resolution