

MINUTES OF REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
NEBRASKA PUBLIC POWER DISTRICT
JULY 7-8, 2021

(Marginal Index for Informational Purposes Only)

A meeting of the Board of Directors of Nebraska Public Power District was held at the Columbus General Office, Columbus, Nebraska, beginning at 1:37 p.m. on Wednesday, July 7, 2021. Due to concerns surrounding COVID-19, only the Board of Directors and members of NPPD's executive staff were seated in the Board Room, and guests and other members of staff viewed the meeting from conference rooms at the Columbus General Office.

In compliance with state law, legal notice announcing the date, hours, location and availability of the Board agenda for the meeting was published on the District's corporate website, nppd.com, and also in the following newspapers on July 1, 2021:

- (1) Columbus Telegram, Columbus, Nebraska;
- (2) Kearney Hub, Kearney, Nebraska;
- (3) Lincoln Journal Star, Lincoln, Nebraska;
- (4) Norfolk Daily News, Norfolk, Nebraska;
- (5) North Platte Telegraph, North Platte, Nebraska;
- (6) Omaha World-Herald, Omaha, Nebraska;
- (7) Scottsbluff Star-Herald, Scottsbluff, Nebraska;
- (8) York News-Times, York, Nebraska.

This notice was also e-mailed to each member of the Board of Directors.

Chair Harding called the regular meeting to order at 1:37 p.m. on Wednesday, July 7, 2021, and directed the roll be called:

Present: Jerry L. Chlopek, Mary A. Harding, Bill C. Hoyt, William D. Johnson, Edward J. Schrock, Gary G. Thompson, Aaron D. Troester, Wayne E. Williams

Absent: Fred L. Christensen, Melissa S. Freelend, Charlie C. Kennedy
constituting a quorum of the Board of Directors.

Director Freelend entered the meeting at 1:51 p.m.

Chair Harding announced that there was a posting of the Open Meetings Act and copies of the Board agenda in the Board Room and area conference rooms, for anyone wishing to examine those documents.

LEGAL NOTICE RUN
PRIOR TO THE
MEETING

ROLL CALL,
1:37 P.M., JULY 7,
2021

ANNOUNCEMENT OF
POSTING OF OPEN
MEETINGS ACT AND
AGENDA

President and Chief Executive Officer Thomas J. Kent provided the Board an update on safety and system operations.

A training session on rates was facilitated by Pricing, Rates and Wholesale Billing Manager Todd S. Swartz, Pricing and Rates Supervisor R. Scott Jackson, and Pricing and Rates Project Lead Amber D. Smeal. Topics covered included an overview ratemaking (considerations, goals and objectives, and a review of the ratemaking process), and a review of NPPD's wholesale and retail rates.

NPPD RATE
TRAINING

Recesses were taken from 2:36 to 2:35 p.m., and from 3:29 to 3:35 p.m.

RECESSES

A worker's compensation settlement agreement with Cody Hellbusch was disclosed on the Board agenda as required by Neb. Rev. Stat. 84-713.

GENERAL COUNSEL
REPORT

It was moved by Director Hoyt and seconded by Director Chlopek that the Board go into Executive Session at 3:35 p.m. to protect the public interest and discuss competitive and proprietary information, pending and potential litigation, and receive legal advice. Votes were cast and recorded as follows:

**MOTION (CARRIED):
GO INTO EXECUTIVE
SESSION AT
3:35 P.M. TO
PROTECT THE
PUBLIC INTEREST,
DISCUSS
COMPETITIVE AND
PROPRIETARY
INFORMATION,
PENDING AND
POTENTIAL
LITIGATION, AND
RECEIVE LEGAL
ADVICE**

Voting Aye:	Chlopek, Freeland, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Christensen, Kennedy

Whereupon the Chair declared the motion carried.

Director Williams left the executive session at 5:20 p.m.

Chair Harding announced the executive session was ended at 5:26 p.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, pending and potential litigation, and receive legal advice.

EXECUTIVE
SESSION ENDED AT
5:26 P.M.

The meeting was recessed at 5:26 p.m., to reconvene on Thursday, July 8, 2021.

MEETING
RECESSED AT
5:26 P.M.

JULY 8, 2021

Chair Harding called the regular meeting to order at 10:00 a.m. on Thursday, July 8, 2021, and directed the roll to be called:

ROLL CALL,
10:00 A.M., JULY 8,
2021

Present: Jerry L. Chlopek, Fred L. Christensen, Melissa S. Freeland, Mary A. Harding, Bill C. Hoyt, William D. Johnson, Gary G. Thompson, Aaron D. Troester, Wayne E. Williams

Absent: Charlie C. Kennedy, Edward J. Schrock

constituting a quorum of the Board of Directors.

Director Schrock entered the meeting shortly after roll call.

Due to concerns surrounding COVID-19, only the Board of Directors and members of NPPD's executive staff were seated in the Board Room, and guests and other members of staff viewed the meeting from conference rooms at the Columbus General Office. The July 8, 2021, public proceedings were also live streamed over the internet, and recorded.

Chair Harding announced that there was a posting of the Open Meetings Act and copies of the Board agenda in the Board Room and area conference rooms, for anyone wishing to examine those documents.

ANNOUNCEMENT OF
POSTING OF OPEN
MEETINGS ACT AND
AGENDA

Guests at the meeting included Darin Bloomquist, Nebraska Electric G&T; Mark Kirby, Butler Public Power District; Mike Lammers, Cedar-Knox Public Power District; and Paul Neil, Dawson Public Power District.

GUESTS
WELCOMED TO
MEETING

Director of Wholesale Services and External Affairs Courtney A. Dentlinger introduced Heidi Elliott, recently named as NPPD's Corporate Communications Manager. Ms. Dentlinger provided the annual review of Strategic Directive BP-SD-07, Public Relations, including a review of the District's communications efforts, including advertising, press releases, social media, energy education, community outreach, events, and creative collateral creation for teammates.

ANNUAL REVIEW OF
BP-SD-07, PUBLIC
RELATIONS

Vice President of Customer Service and Chief Customer Officer Kendall B. Curry provided the annual review of Strategic Directive BP-SD-06, Customer Experience. Mr. Curry outlined customer-related activities over the past year, and discussed ways in which NPPD seeks feedback from its customers. Mr. Curry then introduced Dr. Don Beck of the MSR Group.

ANNUAL REVIEW OF
BP-SD-06,
CUSTOMER
EXPERIENCE

Dr. Don Beck, President and Chief Executive Officer for The MSR Group, reviewed the results of the annual reputation survey performed for NPPD. The survey polled several NPPD stakeholder groups, including retail residential customers, retail commercial customers, retail community leaders, wholesale general managers/city managers, and NPPD employees. As outlined in Strategic Directives, NPPD's goal is to achieve a 93% or higher 'good' or 'excellent' public perception rating in the annual reputation survey; in 2021, NPPD's overall results indicated a 93% rating with overall reputation, 91% rating for trust, and 94% rating for overall satisfaction.

NPPD REPUTATION
RESEARCH
RESULTS

Dr. Beck outlined several key findings from the research, including:

- Perceptions of trust, reputation and overall satisfaction have all been consistently high among NPPD customers since the outset of research, with more than 9 out of 10 currently indicating they are either “good” or “excellent”;
- There appears to be an inverse correlation between the extent to which customers’ monthly bill is a hardship and ratings of reputation and trust;
- Service delivery continues to be the strongest driver of both NPPD’s reputation and trust, with little change across the ranking of drivers of each compared to previous years;
- NPPD is generally viewed as being a good environmental steward;
- NPPD enjoys stronger trust and a better reputation than other utilities in the Midwest;
- NPPD employees have remained highly engaged throughout the pandemic year.

Dr. Beck also provided several recommendations to the District based on the most recent survey results:

- Recognize excellence and celebrate;
- Continue to focus on the key drivers of NPPD and trust as related to service delivery, ethics, and leadership;
- Capture specific examples of behavior that drive such high levels of respect, through in-depth interviews, focus groups, capture video, and use this to promote culture;
- Consider raising the bar, including comparison of NPPD to non-utilities, and focus on top box vs. the top two boxes.

Sustainable Energy Manager David D. Rich provided an update on electric vehicles and their impact on NPPD’s infrastructure, including current information on numbers of electric vehicles in Nebraska/NPPD’s service territory, resultant energy use, and forecasted load growth due to electric vehicle load. Mr. Rich also outlined locations of existing direct current (DC) fast chargers, and highlighted priority locations for potential future charging stations.

ELECTRIC VEHICLE
LOAD GROWTH
UPDATE

Director of Corporate Environmental and Water Resources Joseph L. Citta, Jr., and Resource Planning and Risk Manager James R. Fehr reviewed the efforts of a Carbon Tracking Team that was charged with creation of a consistent District-wide process for accounting for NPPD’s carbon dioxide (CO₂) emissions, for use in various applications and documents, including: NPPD Strategy Map; Board Governance Strategic Directive BP-SD-05, Sustainable Carbon Emissions Reduction; financial reports; various public relations material; and responses to requests for information.

CARBON INTENSITY
CALCULATIONS
REVIEW

As part of the development of the calculation process, the Team considered: wholesale and retail Qualified Local Generation (QLG), Renewable Energy Credits (RECs) from Power Purchase Agreements (PPAs), market sales and purchases, and participant shares. The Team also reached out to various entities to gain knowledge on others' processes and protocols, including Omaha Public Power District (OPPD), Large Public Power Council Environmental Task Force (LPPC ETF), and LPPC members. The Team also reviewed the methodology used in the Electric Power Sector Protocol in The Climate Registry.

Based on the Team's recommendations, NPPD's carbon calculations will include CO₂ from owned and purchased generation sources; calculations will not take into account other greenhouse gases, including methane, nitrous oxides, or sulfur hexafluoride. The calculation process will be subject to changes as CO₂ legislation and regulations are enacted and implemented.

President and Chief Executive Officer Thomas J. Kent introduced the following resolution:

RESOLUTION NO. 21-27

WHEREAS, Paul Neil, Dawson Public Power District Director, has well and faithfully served the public and the electric utility industry in Nebraska for the past 48 years; and

WHEREAS, Paul Neil was elected to Dawson Public Power District Board of Directors and served eight terms, from November 1973 through May 2021, and has been recognized by Dawson Public Power District for his unquestionable competency, accomplishments and leadership, serving as Board Chairman from 1995 to 2019; and

WHEREAS, during his 48 years in the public power industry, he worked tirelessly to bring success to the customers of Dawson Public Power District, as well as working with Nebraska's statewide and regional organizations, including the Nebraska Electric Generation and Transmission Cooperative, Inc., Nebraska Public Power District, National Rural Electric Cooperative Association (NRECA), and Midwest Electric Consumers Association. His experience of seeing the advent of electric power brought to rural Nebraska was a big influence in Paul's public service, and he saw firsthand what the impact that electricity could make in the lives of people in rural America; and

WHEREAS, Paul Neil has been actively volunteering numerous hours, incurred personal sacrifice, and exhibited outstanding community spirit in his service, acting as an agent of change, while maintaining a demeanor that made working with him a pleasure; and

WHEREAS, Dawson Public Power District and Nebraska Public Power District have fostered an excellent working relationship, partnering to strengthen public power in Nebraska, due in part to the

**RESOLUTION
NO. 21-27
(ADOPTED):
RECOGNIZE
DAWSON PUBLIC
POWER DISTRICT
DIRECTOR
EMERITUS
PAUL NEIL**

character, leadership, and professionalism embodied by Paul Neil and his years of service to the electric utility industry.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Nebraska Public Power District, on behalf of its employees and the people in Nebraska whom it serves, hereby commends Paul Neil for his extraordinary character, commitment to excellence and loyalty to the customers of Dawson Public Power District; expresses its thanks for creating an outstanding model for management of an enterprise which is devoted to the good of public power; further expresses its appreciation for the friendship shown to NPPD, its Board of Directors, and its employees.

It was moved by Director Johnson and seconded by Director Schrock that the foregoing resolution be adopted. Votes were cast and recorded as follows:

Voting Aye:	Chlopek, Christensen, Freelend, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Kennedy

Whereupon the Chair declared Resolution No. 21-27 adopted.

Following presentation of the framed resolution, Mr. Neil briefly addressed the Board.

Director Thompson temporarily stepped out of the room.

Chair Harding asked for discussion of any consent agenda items, which included the following:

- Minutes of June 9-10, 2021, Regular Board Meeting
- September 2021 Regular Board Meeting Scheduled for September 8-9, 2021, in Columbus (August 2021 Regular Board Meeting Previously Scheduled for August 11-12, 2021, in Columbus)
- Ratification/Confirmation of Signatures of Staff Members
- May 2021 Summary of Disbursements

Chair Harding asked whether any Directors desired any items on the consent agenda to be placed on the regular agenda and voted on separately. There were none.

It was moved by Director Freelend and seconded by Director Hoyt that all items on the consent agenda be approved as listed above. Votes were cast and recorded as follows:

CONSENT AGENDA

**MOTION (CARRIED):
APPROVE CONSENT
AGENDA**

Voting Aye: Chlopek, Christensen, Freeland, Harding, Hoyt, Johnson, Schrock, Troester, Williams
 Voting Nay: None
 Abstaining: None
 Present But Not Voting: None
 Absent: Kennedy, Thompson

Whereupon the Chair declared the motion carried.

There were no public comments.

PUBLIC COMMENTS

A lunch recess was taken from 11:35 a.m. to 12:04 p.m.

LUNCH RECESS

President and Chief Executive Officer Thomas J. Kent read an excerpt from NPPD's "CNS Tools for Excellence" pocket guide.

Vice President of Corporate Strategy and Innovation Timothy J. Arlt, serving as Emergency Manager and Director of the District's Executive Response Team for the COVID-19 Pandemic Response, provided a pandemic update to the Board and indicated that on July 6, NPPD returned to a normal risk status with regard to the Pandemic Response Plan, defined as "no predicted or actual high-risk health threat to NPPD teammates and their families".

COVID-19 PANDEMIC
UPDATE

As of July 7, a cumulative total of 333 NPPD teammates had tested positive for the virus, with 331 fully recovered. Mr. Arlt also shared data on Nebraska daily confirmed case counts, and reviewed a timeline of pandemic-related actions taken at the state level, from March 2020 forward.

NPPD's Infectious Disease and Prevention Control Team continues to monitor national, state, local, and NPPD trends with regard to the pandemic, and will be ready to adjust District operations as necessary. Because of the District's return to normal operations, the monthly COVID-19 Pandemic Update to the Board shall be discontinued.

A video depicting accomplishments achieved by the District during the second quarter of 2021 was shown.

REPORT ON
SECOND QUARTER
2021
PERFORMANCE

President and Chief Executive Officer Thomas J. Kent provided an update on NPPD employee staffing levels, and presented the Report on Retirements and Former District Employee Rehires which is on file with the Assistant Secretary and attached and made a part of these minutes.

EMPLOYEE
COUNTS,
RETIREMENTS AND
REHIRE FOR
JULY 2021

Pricing, Rates and Wholesale Billing Manager Todd S. Swartz discussed the District's interruptible rate. In effect since April 1, 2018, the interruptible rate allows a customer to set a firm demand level, with their remaining load considered non-firm; that non-firm load can be curtailed by NPPD for several reasons: 1) to manage NPPD's peak load;

PROPOSED
CHANGES TO THE
INTERRUPTIBLE
RATE AS A RESULT
OF THE

- 2) due to Southwest Power Pool (SPP) high market energy prices; and
- 3) during system emergencies.

FEBRUARY 2021
POLAR VORTEX

The February 2021 polar vortex event was the first major “test” of the interruptible rate and as a result, five changes to the rate are being recommended:

1. NPPD bills interruptible customers based on hourly demands, however system emergencies do not begin and end on the clock hour, so the handling of partial-hour curtailment periods need to be specified.
2. Acknowledgement that multiple curtailment types can occur during the same hour, with system emergencies overriding any curtailment period previously declared for a different reason, and understanding that overlapping curtailment hours should not count against annual limits.
3. NPPD bids the customer’s non-firm load into SPP’s day-ahead market at 2.5 times the wholesale summer on-peak energy rate; the customer has requested the option to agree to pay a higher price in the SPP day-ahead market to potentially avoid being curtailed the next day if high market prices are experienced.
4. When curtailment periods are declared due to high SPP market prices, NPPD must provide the customer a minimum two hours’ notice of the buy-through energy price; typically NPPD provides a conservative estimated market price to the customer, and the customer would prefer the option of choosing to be a “price taker” and pay the actual market price, whatever that may be.
5. Under current interruptible rate provisions, the customer’s firm demand level is the same for both summer and winter seasons, and the customer would like the ability to choose different demand levels for different seasons.

Mr. Swartz explained that the customer has requested an effective date earlier than NPPD’s normal annual rate-setting schedule for these rate changes, and recommended that the Board consider the revised rates in October, with a proposed effective date of November 1, 2021.

Vice President of Customer Service and Chief Customer Officer Kendall B. Curry discussed the Economic Development Rate (EDR), established May 1, 2012, which utilizes surplus capacity to provide a discounted production rate (as allowed by statute), and serves as a tool for recruiting businesses to the state. After five years on the Economic Development Rate, the incentive period is complete and the customer then reverts to the District’s standard production rate.

ECONOMIC
DEVELOPMENT
RATE SCHEDULE
UPDATE

Because the availability of the Economic Development Rate is based on the amount of NPPD's surplus capacity, there are limits on the amount on new load that can take service under this rate. Since NPPD projects that it has reached this limit, management will be communicating with economic development prospects who currently have been offered (or are close to being ready for) EDR Service Agreements to outline an expedited process for reserving the Economic Development Rate if the prospect is interested. Until and unless surplus capacity becomes available for additional service under this rate, NPPD will work with economic development prospects using other existing rate options to aid in the business recruitment effort.

Executive Vice President of External Affairs and General Counsel John C. McClure provided an update on legislative and governmental matters at the state and federal level.

GOVERNMENTAL
AFFAIRS UPDATE

During the time designated for Directors' comments and questions, Director Johnson commented on Becton-Dickinson's expansion in Holdrege.

DIRECTORS'
COMMENTS

The Nuclear Committee of the Whole, chaired by Director Johnson, met Thursday, July 8, 2021, from 12:53 to 1:07 p.m. during the Board of Directors meeting. Vice President and Chief Nuclear Officer John A. Dent, Jr., provided a status update regarding Cooper Nuclear Station.

NUCLEAR
COMMITTEE OF THE
WHOLE

Director Schrock, First Vice Chair of the Energy Supply Committee, reported that the Energy Supply Committee met Thursday morning, July 8, 2021.

ENERGY SUPPLY
COMMITTEE

Director Schrock, First Vice Chair of the Energy Supply Committee, recommended the following resolution:

RESOLUTION NO. 21-28

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 21-012, Industrial Cleaning - Grit Blasting, Vacuuming, Online Deslagging and Hydroblasting Services for Gerald Gentleman Station, have been duly invited, received, opened, read, and tabulated; and

WHEREAS, management has studied and analyzed the bids and recommended acceptance of a certain bid as the lowest and best evaluated bid, as per data filed with the Board; and

WHEREAS, on the basis of evidence and information received, and after an analysis of the responsibility of the bidder, amounts and terms of the bid, delivery dates, and the needs of the District, this Board has determined and does hereby find that the bid of HydroChem LLC dba HydroChemPSC, Pueblo West, Colorado, is the lowest and best evaluated bid on Contract No. 21-012.

**RESOLUTION
NO. 21-28
(ADOPTED): AWARD
CONTRACT
NO. 21-012,
INDUSTRIAL
CLEANING (GGS),
TO
HYDROCHEMPSC,
ESTIMATED BASE
BID PRICE OF
\$3,631,039**

NOW, THEREFORE, BE IT RESOLVED that, subject to receipt and approval of a performance bond and certificate of insurance as herein provided, the following bid submitted on Contract No. 21-012 be accepted by the District:

HydroChem LLC dba HydroChemPSC, Pueblo
West, Colorado, estimated base bid price of
\$3,631,039.

BE IT FURTHER RESOLVED that the President or a Vice President be, and each of them is hereby authorized and instructed to execute for and on behalf of the District, a Contract with the aforementioned bidder in accordance with the plans and specifications and on the form of Contract submitted to bidders.

BE IT FURTHER RESOLVED that the award of the Contract is contingent upon receipt and approval by the District of a performance bond and certificate of insurance from HydroChem LLC dba HydroChemPSC as provided in the Contract.

It was moved by Director Schrock and seconded by Director Christensen that the foregoing resolution be adopted. Votes were cast and recorded as follows:

Voting Aye:	Chlopek, Christensen, Freeland, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Kennedy

Whereupon the Chair declared Resolution No. 21-28 adopted.

Director Schrock, First Vice Chair of the Energy Supply Committee, reviewed the Request for Approval of Procurements for Services, Equipment and/or Materials for Items \$500,000 and Above (Energy Supply), which included an Agreement with The Babcock & Wilcox Company, and provided for engineering services to evaluate the existing installed above grade equipment associated with the main natural gas delivery system for the Unit 1 and Unit 2 boilers at Sheldon Station.

It was moved by Director Schrock and seconded by Director Hoyt to approve the Request for Approval of Procurements for Services, Equipment and/or Materials for Items \$500,000 and Above (Energy Supply), as presented. Votes were cast and recorded as follows:

**MOTION (CARRIED):
APPROVE REQUEST
FOR APPROVAL OF
PROCUREMENTS
FOR SERVICES,
EQUIPMENT AND/OR
MATERIALS FOR
ITEMS \$500,000 AND
ABOVE (ENERGY**

Voting Aye: Chlopek, Christensen, Freelend, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
 Voting Nay: None
 Abstaining: None
 Present But Not Voting: None
 Absent: Kennedy

SUPPLY)

Whereupon the Chair declared the motion carried.

Director Schrock, First Vice Chair of the Energy Supply Committee, reported that the Committee also heard reports on the following matters: 1) Energy Supply monthly generation performance; 2) Energy Supply look-ahead for August 2021; and 3) Water Supply.

ENERGY SUPPLY
COMMITTEE
REPORT

Director Hoyt temporarily stepped out of the room.

Director Chlopek, Chair of the Customer and Support Services Committee, reported that the Customer and Support Committee met Thursday morning, July 8, 2021.

CUSTOMER AND
SUPPORT SERVICES
COMMITTEE

Accounting Manager Joni J. Davis presented financial performance measures for May 2021, as well as the monthly financial report, which indicated that operating revenues from electric sales were \$2.6 million under budget for the month, and \$208.6 million over budget year to date. Firm electric sales were \$1.6 million over budget for the month, and \$4.7 million over budget year to date. Other electric sales were \$4.2 million under budget for the month, and \$203.9 million over budget year to date. Total operating expenses were under budget by \$7.5 million for the month, and \$83.5 million over budget year to date. The balance of the regulatory liability for unearned revenues as of May 31, 2021, was \$284.8 million. This balance represents surplus net revenues to be applied as credits against revenue requirements in future rate periods.

MAY 2021 FINANCIAL
STATEMENTS

It was moved by Director Chlopek and seconded by Director Troester that the May 2021 Financial Statements be accepted, as presented. Votes were cast and recorded as follows:

**MOTION (CARRIED):
ACCEPT MAY 2021
FINANCIAL
STATEMENTS**

Voting Aye: Chlopek, Christensen, Freelend, Harding, Johnson, Schrock, Thompson, Troester, Williams
 Voting Nay: None
 Abstaining: None
 Present But Not Voting: None
 Absent: Hoyt, Kennedy

Whereupon the Chair declared the motion carried.

Director Hoyt entered the room.

Director Chlopek, Chair of the Customer and Support Services Committee, recommended the following resolution:

RESOLUTION NO. 21-29

**SUPPLEMENTAL RESOLUTION AUTHORIZING
A SECOND AMENDMENT TO
TAXABLE REVOLVING CREDIT AGREEMENT
AND RELATED DOCUMENTS**

WHEREAS, Nebraska Public Power District (the “District”) has entered into a Taxable Revolving Credit Agreement, dated as of July 31, 2015 (as amended by the First Amendment to the Taxable Revolving Credit Agreement, dated as of July 29, 2018 (the “First Amendment”, said Taxable Credit Agreement as amended by the First Amendment, the “Current Credit Agreement”) with the Lender parties thereto (the “Lenders”), and Wells Fargo Bank, National Association, as Administrative Agent (the “Administrative Agent”), a First Amended and Restated Fee Letter, dated July 29, 2018 (the “First Amended and Restated Fee Letter”) with the Administrative Agent and the Lenders and, in connection with the Current Credit Agreement and the First Amended and Restated Fee Letter, the District has issued Bank Notes to each Lender (the “First Amended and Restated Bank Notes”, and together with the Current Credit Agreement and First Amended and Restated Fee Letter, the “Current Taxable Credit Agreement Documents”); and

WHEREAS, the District has determined to extend the Current Credit Agreement which has a Termination Date of July 29, 2021; and

WHEREAS, in connection with the extension of the Current Credit Agreement, the District has determined to enter into the Second Amendment to Taxable Revolving Credit Agreement to be dated as of and be effective July 29, 2021 (the “Second Amendment”), Second Amended and Restated Bank Notes to each Lender (the “Second Amended and Restated Bank Notes”) and a Second Amended and Restated Fee Letter”; with the Administrative Agent and the Lenders (the “Second Amended and Restated Fee Letter”, and together with the Second Amendment, the Current Credit Agreement as amended by the Second Amended and Restated Notes, collectively the “Amended Credit Agreement Documents”); and

WHEREAS, the Amended Credit Agreement Documents constitute a Financial Contract under the District’s General Revenue Bond Resolution, adopted June 4, 1998, as amended and supplemented (the “General Revenue Bond Resolution”); and

WHEREAS, the General Revenue Bond Resolution provides that the authorization of a Financial Contract and determinations as to matters relating thereto be by Supplemental Resolution; and

WHEREAS, the form of the Amended Credit Agreement Documents have been presented to this meeting.

**RESOLUTION
NO. 21-29
(ADOPTED):
APPROVE
SUPPLEMENTAL
RESOLUTION
AUTHORIZING A
SECOND
AMENDMENT TO
TAXABLE
REVOLVING CREDIT
AGREEMENT AND
RELATED
AGREEMENTS**

NOW, THEREFORE, BE IT RESOLVED by the Nebraska Public Power District as follows:

ARTICLE I DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01 Supplemental Resolution. This Resolution is supplemental to and is adopted in accordance with Article II and Article X of the General Revenue Bond Resolution.

Section 1.02 Definitions. All terms which are defined in Section 101 of the General Revenue Bond Resolution shall have the same meanings, respectively, in this Supplemental Resolution as such terms are given in said Section 101 of the General Revenue Bond Resolution.

ARTICLE II AUTHORIZATION OF AMENDED CREDIT AGREEMENT DOCUMENTS

Section 2.01 Authorization. Each of the Amended Credit Agreement Documents is hereby authorized and approved in substantially the form submitted to this meeting, subject to and with such changes therein as shall be approved by the President & Chief Executive Officer or the Chief Financial Officer & Treasurer, such authorization and approval to be evidenced conclusively by the execution of the Amended Credit Agreement Documents. The President & Chief Executive Officer and the Chief Financial Officer & Treasurer be, and each of them hereby is, authorized on behalf of the District, to execute and deliver the Amended Credit Agreement Documents. All officers of the District, including said officers, are each hereby authorized and directed to carry out or cause to be carried out the obligations of the District under the Amended Credit Agreement Documents. Donna K. Starzec and Christine A. Pillen are hereby appointed Assistant Secretaries for the purpose of executing the various documents to be delivered in connection with the execution and delivery of the Amended Credit Agreement Documents.

ARTICLE III DETERMINATIONS UNDER THE BOND RESOLUTION

Section 3.01 Determination. The authorization, execution and delivery of the Amended Credit Agreement Documents is in the best interest of the District. The Amended Credit Agreement Documents are determined collectively to be a Financial Contract for the purposes of the General Revenue Bond Resolution.

Section 3.02 Payments.

(A) Any payments required to be made by the District pursuant to the Amended Credit Agreement Documents shall be payable from the Debt Service Fund as provided in Section 506 of the General Revenue Bond Resolution and to provide security for any payment required to be made by the District pursuant to the Amended Credit Agreement

Documents there is hereby pledged to the payment thereof the Pledged Property under the General Revenue Bond Resolution; provided, however, that the obligation to pay any payments required to be made by the District pursuant to the Amended Credit Agreement Documents shall, except in the event that Section 3.02 (B) hereof is applicable, be on parity with the Lien on Pledged Property securing the Revolving Loans (as defined in the First Amendment), as evidenced by the Revolving Notes (as defined in the First Amendment), and all other obligations incurred by the District pursuant to the Tax-Exempt Revolving Credit Agreement (as defined in the First Amendment) prior to the Term Out Commencement Date (as defined in the First Amendment) but subject and subordinate in all respects to the pledge of Pledged Property created pursuant to Section 501 of the General Revenue Bond Resolution to the payment of the principal and interest on the Bonds and all other obligations of the District payable by the District on a parity with the Bonds from the Debt Service Fund and the Debt Service Reserve Fund.

(B) In the event that a Term Loan (as defined in the First Amendment) is outstanding under the Tax-Exempt Revolving Credit Agreement, any payments required to be made by the District pursuant to the Amended Credit Agreement Documents shall be payable from the Debt Service Fund as provided in Section 506 of the General Revenue Bond Resolution and such payments shall be on a parity with the payment of principal and interest on the Bonds and other required payments from the Debt Service Fund that are on a parity with the payment of principal and interest on the Bonds.

Section 3.03 Withdrawals from Primary Account in the Debt Service Reserve Fund. If at any time payment of amounts due with respect to the Amended Credit Agreement Documents have not been made in full or provided for and the provisions of subsection (B) of Section 3.02 are applicable to the payments required to be made by the District pursuant to the Amended Credit Agreement Documents, and to the extent that there are insufficient moneys available therefore in the Secondary Account in the Debt Service Reserve Fund, the Trustee shall withdraw from the Primary Account in the Debt Service Reserve Fund and deposit in the Debt Service Fund such amount as shall be required to make payment of the amounts due under the Amended Credit Agreement Documents.

Section 3.04 Withdrawals from Secondary Account in the Debt Service Reserve Fund. If at any time payment of amounts due with respect to the Amended Credit Agreement Documents have not been made in full or provided for, and the provisions of subsection (B) of Section 3.02 are applicable to the payments required to be made by the District pursuant to the Amended Credit Agreement Documents, the Trustee shall withdraw from the Secondary Account in the Debt Service Reserve Fund and deposit in the Debt Service Fund such amount as shall be required to make payment of the amounts due under the Amended Credit Agreement Documents (or all the amounts in such Account, if less than the amount required).

Section 3.05 Treatment in Event of Default. For purposes of Article VIII of the General Revenue Bond Resolution, if the provisions of subsection (B) of Section 3.02 are applicable to the payments required to be made by the District pursuant to the Amended Credit Agreement Documents, the amounts payable by the District pursuant to the Amended Credit Agreement Documents shall be determined to be amounts payable as principal of or interest on the Bonds (as defined in the General Revenue Bond Resolution).

ARTICLE IV EFFECTIVE DATE

Section 4.01 Effective Date. The provisions of the Supplemental Resolution shall take effect immediately. The Supplemental Resolution authorizing the Current Credit Agreement Documents shall be deemed rescinded and revoked as of the effective date of the Amended Credit Agreement Documents and said Supplemental Resolution shall be deemed replaced by this Supplemental Resolution.

It was moved by Director Chlopek and seconded by Director Freelend that the foregoing resolution be adopted. Votes were cast and recorded as follows:

Voting Aye:	Chlopek, Christensen, Freelend, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Kennedy

Whereupon the Chair declared Resolution No. 21-29 adopted.

Director Chlopek, Chair of the Customer and Support Services Committee, recommended the following resolution:

RESOLUTION NO. 21-30

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 21-001, 115 kV Substation Construction, have been duly invited, received, opened, read, and tabulated; and

WHEREAS, management has studied and analyzed the bids and recommended acceptance of a certain bid as the lowest and best evaluated bid, as per data filed with the Board; and

WHEREAS, on the basis of evidence and information received, and after an analysis of the responsibility of the bidders, amounts and terms of the bids, delivery dates, and the needs of the District, this Board has determined and does hereby find that the bid of Highmark Erectors, Inc., Black Hawk, South Dakota, is the lowest and best evaluated bid on Contract

**RESOLUTION
NO. 21-30
(ADOPTED):AWARD
CONTRACT
NO. 21-001, 115 kV
SUBSTATION
CONSTRUCTION
(KEARNEY TECH
ONE), TO HIGHMARK
ERECTORS, INC.,
ESTIMATED BASE
BID PRICE OF
\$577,777**

No. 21-001.

NOW, THEREFORE, BE IT RESOLVED that, subject to receipt and approval of a performance bond and certificate of insurance as herein provided, the following bid submitted on Contract No. 21-001 be accepted by the District:

Highmark Erectors, Inc., Black Hawk, South Dakota, estimated base bid price of \$577,777.

BE IT FURTHER RESOLVED that the President or a Vice President be, and each of them is hereby authorized and instructed to execute for and on behalf of the District, a Contract with the aforementioned bidder in accordance with the plans and specifications and on the form of Contract submitted to bidders.

BE IT FURTHER RESOLVED that the award of the Contract is contingent upon receipt and approval by the District of a performance bond and certificate of insurance from Highmark Erectors, Inc., as provided in the Contract.

It was moved by Director Chlopek and seconded by Director Williams that the foregoing resolution be adopted. Votes were cast and recorded as follows:

Voting Aye:	Chlopek, Christensen, Freeland, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Kennedy

Whereupon the Chair declared Resolution No. 21-30 adopted.

Director Chlopek, Chair of the Customer and Support Services Committee, recommended the following resolution:

RESOLUTION NO. 21-31

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 21-010, 115 kV Transmission Line Refurbishment, Hastings Substation to Pauline Substation, have been duly invited, received, opened, read, and tabulated; and

WHEREAS, management has studied and analyzed the bids and recommended acceptance of a certain bid as the lowest and best evaluated bid, as per data filed with the Board; and

**RESOLUTION
NO. 21-31
(ADOPTED):AWARD
CONTRACT
NO. 21-010, 115 kV
TRANSMISSION LINE
REFURBISHMENT
(HASTINGS
SUBSTATION TO
PAULINE
SUBSTATION), TO
WARD ELECTRIC
COMPANY, INC.,**

WHEREAS, on the basis of evidence and information received, and after an analysis of the responsibility of the bidders, amounts and terms of the bids, delivery dates, and the needs of the District, this Board has determined and does hereby find that the bid of Ward Electric Company, Inc., Longmont, Colorado, is the lowest and best evaluated bid on Contract No. 21-010.

NOW, THEREFORE, BE IT RESOLVED that, subject to receipt and approval of a performance bond and certificate of insurance as herein provided, the following bid submitted on Contract No. 21-010 be accepted by the District:

Ward Electric Company, Inc., Longmont, Colorado,
estimated base bid price of \$995,514.56.

BE IT FURTHER RESOLVED that the President or a Vice President be, and each of them is hereby authorized and instructed to execute for and on behalf of the District, a Contract with the aforementioned bidder in accordance with the plans and specifications and on the form of Contract submitted to bidders.

BE IT FURTHER RESOLVED that the award of the Contract is contingent upon receipt and approval by the District of a performance bond and certificate of insurance from Ward Electric Company, Inc., as provided in the Contract.

It was moved by Director Chlopek and seconded by Director Christensen that the foregoing resolution be adopted. Votes were cast and recorded as follows:

Voting Aye:	Chlopek, Christensen, Freeland, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Kennedy

Whereupon the Chair declared Resolution No. 21-31 adopted.

Director Chlopek, Chair of the Customer and Support Services Committee, recommended the following resolution:

RESOLUTION NO. 21-32

WHEREAS, Thunderhead Wind Energy LLC has developed and constructed a 300 MW wind generation facility located in Antelope and Wheeler Counties in Nebraska (Facility); and

**ESTIMATED BASE
BID PRICE OF
\$995,514.56**

**RESOLUTION
NO. 21-32
(ADOPTED):
APPROVE
SETTLEMENT
AGREEMENT AND
AMENDED AND
RESTATED GIA**

**AMONG
THUNDERHEAD
WIND ENERGY LLC,
SPP, AND NPPD**

WHEREAS, during the course of its 2012 Integrated Transmission Planning 10-Year Assessment, the Southwest Power Pool (SPP) issued to NPPD a notification to construct the R-Project 345 kV Transmission Line (R-Project) as described in SPP's Notification to Construct SPP-NTC-200220 (NTC), which included construction of a new 345 kV Holt Substation (Holt Substation), designed to serve as the eastern terminus of the R-Project; and

WHEREAS, Thunderhead, NPPD and SPP entered into a generation interconnection agreement dated December 21, 2016, as amended and restated on November 8, 2019, which provided for the Facility's interconnection to the Holt Substation (GIA); and

WHEREAS, the decision and order of the U.S. District Court in Colorado on June 17, 2020, vacated an environmental permit issued by the U.S. Fish and Wildlife Service in connection with the R-Project; and

WHEREAS, on June 23, 2020, NPPD declared a Force Majeure because of the Colorado federal court order, and issued a notice of force majeure under the GIA, stating it would suspend construction of the Holt Substation for the reasons stated therein; and

WHEREAS, on March 12, 2021, Thunderhead delivered to NPPD a notice of breach, pursuant to Section 17.7.7 of the GIA (March 12 Notice), alleging breach of the GIA based on NPPD's decision to suspend construction of the Holt Substation; and

WHEREAS, the Parties entered into dispute resolution under the SPP Open Access Transmission Tariff, and met and conferred from March 29, 2021, through the date hereof, and now wish to enter into a Settlement Agreement to resolve the issues set forth in the March 12 Notice and providing for completion of the Holt Substation under an Amended and Restated Generation Interconnection Agreement.

NOW, THEREFORE, BE IT RESOLVED that the NPPD Board of Directors approves the Settlement Agreement and the Amended and Restated Generation Interconnection Agreement among NPPD, SPP, and Thunderhead, and authorizes management to execute said agreements when they are in a form acceptable to NPPD management and legal counsel.

It was moved by Director Chlopek and seconded by Director Troester that the foregoing resolution be adopted. Votes were cast and recorded as follows:

Voting Aye:	Chlopek, Christensen, Freelend, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Kennedy

Whereupon the Chair declared Resolution No. 21-32 adopted.

The following item related to a procurement made by the District from an NPPD employee. Under the Nebraska Political Accountability and Disclosure Act, no public employee, a member of that individual's immediate family or business with which the individual is associated shall enter into a contract valued at \$2,000 dollars or more, in any one year, with a government body unless the contract is awarded through an open and public process.

Director Chlopek, Chair of the Customer and Support Services Committee, reviewed the purchase of 2.38 acres of land adjacent to the underdrain at mile marker 8.35 on the District's canal system in Lincoln County, from GGS Mechanical Technician Chad D. Wareham.

It was moved by Director Chlopek and seconded by Director Johnson to approve the purchase of 2.38 acres of land adjacent to the District's canal system in Lincoln County from GGS Mechanical Technician Chad D. Wareham, in the amount of \$5950. Votes were cast and recorded as follows:

Voting Aye:	Chlopek, Christensen, Freeland, Harding, Hoyt, Johnson, Schrock, Thompson, Troester, Williams
Voting Nay:	None
Abstaining:	None
Present But Not Voting:	None
Absent:	Kennedy

Whereupon the Chair declared the motion carried.

The monthly Transmission Projects Update was included in the electronic file provided to the Board.

Director Chlopek, Chair of the Customer and Support Services Committee, reported that the Committee also heard reports on the following matters: 1) 2021 Series C and D General Revenue Bonds Proposed Financing; 2) Federal Price-Anderson Act, NPPD Financial Guaranty; 3) Retail Business Unit performance; and 4) Customer Services and Delivery look-ahead for July.

Director Thompson, Chair of the Board Governance and Strategic Planning Committee, reported that the Board Governance and Strategic Planning Committee met Wednesday, July 7, 2021.

Chief Audit and Ethics Officer Conrad L. Saltzgaber updated the Committee on the status of development of Strategic Directive BP-SD-05, Sustainable Carbon Emissions Reduction. Five public sessions have been scheduled during the month of August at locations across the state, in addition to an online survey to be available during the entire month of August, in an effort to gain customer and public feedback to aid in development of

**MOTION (CARRIED):
APPROVE
PURCHASE OF
LAND IN LINCOLN
COUNTY FROM GGS
MECHANICAL
TECHNICIAN CHAD
WAREHAM**

**TRANSMISSION
PROJECTS UPDATE**

**CUSTOMER AND
SUPPORT SERVICES
COMMITTEE
REPORT**

**BOARD
GOVERNANCE AND
STRATEGIC
PLANNING
COMMITTEE
REPORT**

BP-SD-05.

Director Freelend, Chair of the Budget Committee, reported that the Budget Committee met Thursday morning, July 8, 2021. Director of Finance and Financial Planning Donna K. Starzec presented an overview of the 2022-2027 Rate Outlook. Key items discussed included key assumptions and changes, revenue and expense, capital, preliminary recommendations, and the proposed preliminary schedule.

BUDGET COMMITTEE REPORT

Preliminary recommendations for 2022 wholesale rates include an approximate 5% increase in transmission rates and an approximate 0.8% decrease in production base rates, to result in no overall change in wholesale base rates. Also recommended is a wholesale Production Cost Adjustment (PCA) refund amount of \$10.7 million, which is the remaining amount over the 10% production rate stabilization fund limit at the end of 2020. This results in no change to overall wholesale base rates for the fifth year in a row. For 2022 retail rates, the preliminary rate outlook indicates, for the ninth year in a row, that no overall increase in retail base rates will be required, however there may be changes to customer rate classes and individual customers will see impacts depending upon their usage characteristics. The 2022 retail PCA refund is recommended to remain at the same level as the prior year, with the exception of the Large Industrial Service class, which will be adjusted to follow the wholesale PCA.

For 2023 through 2027 of the current Rate Outlook, base rates are forecasted to remain stable.

Director Schrock, Chair of the Chartered Territory (Ad Hoc) Committee, reported that the Chartered Territory (Ad Hoc) Committee met Wednesday afternoon, July 7, 2021. Executive Vice President of External Affairs and General Counsel John McClure provided an update on NPPD's requirement to review population data following the 2020 census, and redraw subdivision boundaries to align with changes in population. Final population figures are expected on or around August 16, after which NPPD will begin the process for updating its charter and director subdivisions, including Board approval and submittal to the Nebraska Power Review Board. This update needs to be completed in time for deadlines associated with the 2022 election. Mr. McClure indicated that NPPD is considering contracting with a third party to assist in the effort, which includes digital mapping.

CHARTERED TERRITORY (AD HOC) COMMITTEE REPORT

There being no further business to come before the Board, the meeting was duly adjourned at 1:46 p.m.

ADJOURNMENT
1:46 P.M.

Minutes approved at
the meeting of
August 11-12, 2021

_____/s/_____
Mary A. Harding, Chair

_____/s/_____
Edward J. Schrock, Secretary

**REPORT ON RETIREMENTS AND
FORMER DISTRICT EMPLOYEE REHIRSES
JULY 2021 BOARD MEETING**

RETIREMENTS

1. Gary D. Degraw, Simulator Operations Specialist, Cooper Nuclear Station, Brownville, was employed June 6, 2016, and is retiring as of July 6, 2021.
2. Dennis D. Dringman, Hydro Operator, Spencer Hydro, was employed August 18, 1986, and is retiring as of July 31, 2021.
3. Dennis L. Schroeder, Engineer V – Delivery, General Office, Columbus, was employed January 3, 1977, and is retiring as of July 31, 2021.
4. Michael E. Wiezorek, Line Technician, Humboldt, was employed February 1, 1979, and is retiring as of July 31, 2021.
5. Timothy D. Piper, Fleet Services Coordinator, Operations Center, York, was employed April 16, 1980, and is retiring as of August 31, 2021.
6. Mary M. Plettner, Economic Development Manager, General Office, Columbus, was employed July 1, 1987, and is retiring as of August 31, 2021.
7. Sheila M. Sommermeyer, Accountant, General Office, Columbus, was employed July 31, 1979, and is retiring as of August 31, 2021.
8. Ralph W. Krause, Engineer V, Cooper Nuclear Station, Brownville, was employed June 1, 1982, and is retiring as of September 22, 2021.
9. Kip W. Schuettler, Senior Safety and Human Performance Lead, General Office, Columbus, was employed February 17, 1986, and is retiring as of September 30, 2021.

REHIRES

In accordance with the Board motion approved in February 1988, employees reemployed by the District within one year of their termination date (including those rehired directly or indirectly as a consultant) require approval of the President. Pursuant to that Board motion, Mr. Kent has approved these rehires:

Bradley D. Eisenbarth was hired on June 21, 1982; he retired from the position of Engineer V – Delivery at Columbus effective June 30, 2021. Brad was rehired as a Part-Time Engineer V – Delivery at the Columbus General Office effective July 1, 2021.

Dennis L. Schroeder was hired on January 1, 1977; he will retire from the position of Engineer V – Delivery at Columbus effective July 31, 2021. Dennis will be rehired as a Part-time Engineer V – Delivery at the Columbus General Office effective August 1, 2021.