

MINUTES OF REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
NEBRASKA PUBLIC POWER DISTRICT
NOVEMBER 9-10, 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 4:02 p.m. on Tuesday, November 9, 2021.

In compliance with state law, legal notice announcing the date, hours, location and availability of the agenda for the meeting was published on the District’s corporate website, nppd.com, and also in the following newspapers on or about November 4, 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 4:02 p.m. on Tuesday, November 9, 2021, and directed the roll be called:

Present: Jerry L. Chlopek, Melissa S. Freelend, Mary A. Harding, Charlie C. Kennedy, Gary G. Thompson, Aaron D. Troester, Wayne E. Williams

Absent: Fred L. Christensen, Bill C. Hoyt, William D. Johnson, Edward J. Schrock

constituting a quorum of the Board of Directors.

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

President and Chief Executive Officer Thomas J. Kent provided an update on safety and system operations. Vice President of Technology and Innovation Timothy J. Arlt provided an update on COVID-19 and case counts within NPPD.

LEGAL NOTICE
PUBLISHED PRIOR
TO THE MEETING

ROLL CALL,
4:02 P.M.,
NOVEMBER 9, 2021

ANNOUNCEMENT OF
POSTING OF OPEN
MEETINGS ACT AND
AGENDA

REPORT ON
SYSTEM AND
SAFETY STATUS

It was moved by Director Chlopek and seconded by Director Williams that the Board go into Executive Session at 4:14 p.m. to protect the public interest and discuss competitive and proprietary information, personnel matters, pending and potential litigation, and receive legal advice. Votes were cast and recorded as follows:

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

Whereupon the Chair declared the motion carried.

Director Hoyt entered the meeting at 5:06 p.m.

Chair Harding announced the executive session was ended at 6:13 p.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, personnel matters, pending and potential litigation, and receive legal advice.

The meeting was recessed at 6:13 p.m., to reconvene on Wednesday, November 10, 2021.

NOVEMBER 10, 2021

Chair Harding called the regular meeting to order at 10:05 a.m. on Wednesday, November 10, 2021, and directed the roll to be called:

Present: Jerry L. Chlopek, Melissa S. Freelend, Mary A. Harding, Bill C. Hoyt, Charlie C. Kennedy, Edward J. Schrock, Gary G. Thompson, Aaron D. Troester, Wayne E. Williams

Absent: Fred L. Christensen, William D. Johnson

constituting a quorum of the Board of Directors.

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

Guests at the meeting included Darin Bloomquist, Nebraska Electric G&T; Dirk Dietz, Howard Greeley Rural Public Power District; Orié Friesen, Perennial Public Power District; Craig Cox, South Central Public Power District; Emily Bausch, Paul Lambert, and Erv Portis, City of Plattsmouth; and Chelsea Johnson, Nebraska Conservation Voters.

**MOTION (CARRIED):
GO INTO EXECUTIVE
SESSION AT
4:14 P.M. TO
PROTECT THE
PUBLIC INTEREST,
DISCUSS
COMPETITIVE AND
PROPRIETARY
INFORMATION,
PERSONNEL
MATTERS, PENDING
AND POTENTIAL
LITIGATION, AND
RECEIVE LEGAL
ADVICE**

EXECUTIVE
SESSION ENDED AT
6:13 P.M.

MEETING
RECESSED AT
6:13 P.M.

ROLL CALL,
10:05 A.M.,
NOVEMBER 10, 2021

ANNOUNCEMENT OF
POSTING OF OPEN
MEETINGS ACT AND
AGENDA

GUESTS
WELCOMED TO
MEETING

Director Christensen entered the meeting at 10:11 a.m.

Director of Wholesale Services and External Affairs Courtney A. Dentlinger reviewed a proposed draft legislative and regulatory policy resolution, which would provide NPPD management with general direction during the 2022 legislative session. The current draft resolution mirrored that which was approved by the Board for 2021. This will be a topic of discussion during the next Audit, Risk and Compliance Committee, and a final resolution will be presented to the full Board for consideration in December.

2022 LEGISLATIVE
POLICY DISCUSSION

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

CONSENT AGENDA

- Minutes of October 13-14, 2021, Regular Board Meeting
- Minutes of November 3-4, 2021, Special Board Meeting/Retreat
- January 2022 Regular Board Meeting Scheduled for January 12-13, 2022, in Columbus (December 2021 Regular Board Meeting Previously Scheduled for December 8-9, 2021, in Columbus)
- Ratification/Confirmation of Signatures of Staff Members
- September 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 Hoyt and seconded by Director Christensen that all items on the consent agenda be approved as listed above. Votes were cast and recorded as follows:

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

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

Whereupon the Chair declared the motion carried.

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

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. Mr. Kent introduced retiree Mark Becker, who briefly addressed the Board.

EMPLOYEE
COUNTS,
RETIREMENTS AND
REHIRE FOR
NOVEMBER 2021

Director Harding stepped down as Chair, First Vice Chair Chlopek presiding.

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

RESOLUTION NO. 21-44

WHEREAS, Ervin Portis, City Administrator for the City of Plattsmouth, Nebraska, has well and faithfully served the public and the community of Plattsmouth since 2007; and

WHEREAS, since Ervin Portis began his service as Plattsmouth City Administrator, he has been actively involved in various Nebraska Public Power District retail customer committees and corporate strategic planning processes. He was a key player in economic development activities in Plattsmouth, most notable of which was the Vireo Resources recruitment and expansion. Portis was instrumental in housing development, downtown historic district development, Hy-Vee recruitment as well as multiple other commercial business developments in Plattsmouth. Prior to his service to the City of Plattsmouth, Portis served as a police officer and lieutenant with Lincoln Police Department, and as chief of police in Papillion; and

WHEREAS, under Ervin Portis's determined leadership, the City of Plattsmouth recovered from several catastrophic flood events and started planning for significant water and waste-water infrastructure improvements to mitigate the impact of future events. Through this effort, Portis gained great knowledge and experience in working with the Federal Emergency Management Agency (FEMA) and has great appreciation for the value of relationships at the local level, which prepared him for his next journey as the assistant director of the Nebraska Emergency Management Agency (NEMA); and

WHEREAS, the City of Plattsmouth and Nebraska Public Power District have fostered an excellent working relationship, partnering to strengthen public power in Nebraska, due in part to the character, leadership, and professionalism embodied by Ervin Portis; and

WHEREAS, Ervin Portis ended his position as City Administrator of the City of Plattsmouth on September 10, 2021, after having faithfully served the City for over 14 years, during which time he laid the foundation for the City of Plattsmouth's future success by his dedication and commitment.

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 Ervin Portis for his extraordinary character, commitment to excellence and loyalty to the community of Plattsmouth; expresses its thanks for creating an outstanding model for management and local government; conveys its appreciation for the

**RESOLUTION
NO. 21-44
(ADOPTED):
RECOGNIZE
PLATTSMOUTH CITY
ADMINISTRATOR
ERVIN PORTIS**

friendship shown to NPPD and its employees; and finally, expresses its sincere wish that Ervin Portis enjoy the next chapter of his career, and that he remember that NPPD will always be here whenever he needs us.

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

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

Whereupon the First Vice Chair declared Resolution No. 21-44 adopted.

Following presentation of the framed resolution, Mr. Portis addressed the Board and expressed his enjoyment for having had the opportunity to be part of public power during his career.

Director Harding resumed as Chair of the meeting.

Mr. Kent introduced a video spot as part of the “Powering Your Everyday, Every Day” advertising campaign, a video reviewing a partnership between NPPD and Paige Wireless in an effort to accelerate the deployment of interconnectivity across Nebraska for computing devices embedded in everyday objects via the Internet, enabling them to send and receive data.

Another video, featuring Director Jerry Chlopek, honored all those who served in the military in recognition of Veterans Day.

General Manager of Retail Patrick M. Hanrahan discussed the Smart Energy Provider designation, awarded to NPPD by the American Public Power Association (APPA), which recognizes industry best practices for demonstrating a proficiency in energy efficiency, distributed generation, renewable energy, environmental and sustainable initiatives, and communication/education/customer experience.

APPA SMART
ENERGY PROVIDER
DESIGNATION

Vice President and Chief Information Officer Robyn A. Tweedy discussed the SAP Industry Innovation Award, recently presented to NPPD. The District was recognized as “2021 Utility of the Year” by SAP, peer utilities and system partners.

SAP INDUSTRY
INNOVATION AWARD

Pricing, Rates and Wholesale Billing Manager Todd S. Swartz presented information on the annual update to NPPD’s rate formula template, for the purpose of establishing 2022 transmission service revenue requirements and associated transmission rates for the NPPD pricing zone within the Southwest Power Pool (SPP). Mr. Swartz recommended the following resolution:

RESOLUTION NO. 21-45

WHEREAS, the District's Membership Agreement with the Southwest Power Pool (SPP) and the SPP Open Access Transmission Tariff (OATT) require the District to prepare a rate formula template that provides a formula for determining the District's annual transmission service revenue requirements and associated transmission service rates; and

WHEREAS, the District's Formula Rate Implementation Protocols included in the SPP OATT require the District to prepare an Annual Update to the rate formula template to determine the District's annual transmission service revenue requirements and associated transmission service rates for the upcoming year; and

WHEREAS, the Pricing and Rates Department and management of the District prepared an Annual Update to the rate formula template for 2022 and posted said Annual Update for comments on the SPP and District websites on August 26, 2021, scheduled a meeting with wholesale customers and interested parties on September 23, 2021, and provided an opportunity to submit written comments or questions until October 30, 2021, all in accordance with said Protocols; and

WHEREAS, District management has proposed and presented to, and this Board of Directors has reviewed and duly considered with management, the basis for the 2022 rates and revenue requirements in said Annual Update to the rate formula template; and

WHEREAS, said Annual Update to the rate formula template is on file with the Pricing and Rates Department of the District.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors finds and declares, pursuant to Section 70-655 of the Nebraska Revised Statutes, that said 2022 Annual Update to the rate formula template referred to above and incorporated into this Resolution by reference, is fair, reasonable and nondiscriminatory and so adjusted as in a fair and equitable manner to confer upon and distribute among the users and consumers of commodities and services furnished and sold by the District the benefits of a successful and profitable operation and conduct of the business of the District.

BE IT FURTHER RESOLVED that management be and is hereby authorized to submit said 2022 Annual Update of the rate formula template to the Southwest Power Pool for inclusion in the SPP OATT.

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

**RESOLUTION
NO. 21-45
(ADOPTED):
APPROVE ANNUAL
UPDATE TO NPPD
TRANSMISSION
RATE FORMULA
TEMPLATE FOR
SPP, EFFECTIVE
1-1-22**

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

Whereupon the Chair declared Resolution No. 20-45 adopted.

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 levels.

GOVERNMENTAL AFFAIRS UPDATE

There were no public comments.

PUBLIC COMMENTS

During the time designated for Directors' comments and questions, Director Harding reported on attendance at the APPA Customer Connections Conference, and the 2021 Nebraska Wind and Solar Conference.

DIRECTORS' COMMENTS

Director Freeland, Chair of the Budget Committee, reported that the Budget Committee met Wednesday morning, November 10, 2021. Director of Finance and Financial Planning Donna K. Starzec presented a summary of the 2022 budget and resolution. The proposed budget reflected an overall 0% change in wholesale base rates and a one-year Production Cost Adjustment (PCA), returning approximately \$74.2 million to customers. With regard to retail rates, no overall base rate increase was planned for 2022 and a continuation of the current PCA.

BUDGET COMMITTEE REPORT

Director Freeland, Chair of the Budget Committee, recommended the following resolution:

RESOLUTION NO. 21-46

RESOLUTION NO. 21-46 (ADOPTED): APPROVE 2022 REVENUE AND EXPENSE, AND 2022 CAPITAL PROJECTS BUDGETS

WHEREAS, in accordance with Section 708 of the General System Revenue Bond Resolution No. 98-68, adopted June 4, 1998, the management and staff of the District have prepared and submitted to the Board of Directors the 2022 Revenue and Expense and 2022 Capital Projects Budgets; and

WHEREAS, said Budgets have been reviewed by management of the District and are recommended for approval by the Board of Directors; and

WHEREAS, said Budgets have been submitted to and reviewed by the Board of Directors of the Nebraska Public Power District.

NOW, THEREFORE, BE IT RESOLVED that the 2022 Original Revenue and Expense and Capital Projects Budgets for the General System be hereby approved.

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

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

Whereupon the Chair declared Resolution No. 21-46 adopted.

The Nuclear Committee of the Whole, chaired by Director Freelend, met Wednesday, November 10, 2021, from 11:20 to 11:44 a.m. during the Board of Directors meeting.

NUCLEAR
COMMITTEE OF THE
WHOLE

Director Christensen temporarily stepped out of the room.

CNS General Manager of Plant Operations Khalil M. Dia reviewed the following Capital Projects Report:

Report No. N-1	Capital Projects \$500,000 and above not specifically identified in the Budget that require approval by the Board for the period October 1, 2021, through October 31, 2021 – 2021 Capital Additions Budget.
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It was moved by Director Hoyt and seconded by Director Schrock that Capital Projects Report No. N-1 (2021 Budget) be approved for the period October 1, 2021, through October 31, 2021, which included Capital Project C/10196, Head Tensioning Equipment (CNS). Votes were cast and recorded as follows:

**MOTION (CARRIED):
APPROVE CAPITAL
PROJECTS REPORT
NO. N-1 (2021
BUDGET)**

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

Whereupon the First Vice Chair of the Nuclear Committee declared the motion carried.

Director Christensen entered the room.

CNS General Manager of Plant Operations Khalil M. Dia reviewed the Request for Approval of Procurements for Services, Equipment and/or Materials for Items \$500,000 and Above (Nuclear), which included: 1) Agreement with The Atlantic Group dba DZ Atlantic, for experienced radiological protection technicians for staff augmentation services from January 1, 2022, through December 31, 2025 (CNS); and 2) Amendment No. 1 to the Task Authorization with Siemens Energy, Inc., for the inspection, refurbishment, and repair of two governor valve assemblies for the main turbine governor valves (CNS).

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

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

Whereupon the First Vice Chair of the Nuclear Committee declared the motion carried.

Vice President and Chief Nuclear Officer John A. Dent, Jr., also provided a status update regarding Cooper Nuclear Station, including a plant tour conducted in association with the recent Nebraska Advanced Nuclear Forum.

A lunch recess was taken from 11:45 a.m. to 12:30 p.m. When the meeting was reconvened, Director Christensen was still out of the room.

Director Kennedy, Chair of the Energy Supply Committee, reported that the Energy Supply Committee met Wednesday morning, November 10, 2021.

Director Kennedy, Chair of the Energy Supply Committee, reviewed the following Capital Projects Report:

Report No. ES-1	Capital Projects \$500,000 and above not specifically identified in the Budget that require approval by the Board for the period October 1, 2021, through October 31, 2021 – 2021 Capital Additions Budget.
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**MOTION (CARRIED):
APPROVE REQUEST
FOR APPROVAL OF
PROCUREMENTS
FOR SERVICES,
EQUIPMENT AND/OR
MATERIALS FOR
ITEMS \$500,000 AND
ABOVE (NUCLEAR)**

LUNCH RECESS

ENERGY SUPPLY
COMMITTEE
REPORT

It was moved by Director Kennedy and seconded by Director Williams that Capital Projects Report No. ES-1 (2021 Budget) be approved for the period October 1, 2021, through October 31, 2021, which included Capital Project C/10187, Unit 2 B-2 Primary Air Fan Motor Replacement (GGS). Votes were cast and recorded as follows:

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

Whereupon the Chair declared the motion carried.

Director Kennedy, Chair of the Energy Supply Committee, recommended the following resolution:

RESOLUTION NO. 21-47

WHEREAS, management has determined that it is in the best interest of the District to procure the materials and services necessary for the refurbishment of an induced draft fan rotor for Gerald Gentleman Station; and

WHEREAS, the District has determined, as certified by a competent engineer, that pursuant to Neb. Rev. Stat. Sections 70-637 (4)(a)(iv) and (6), the design drawings, procedures, specifications, and data necessary for refurbishing the induced draft fan rotor are proprietary to the original equipment manufacturer, TLT-Babcock, Inc., or the two known vendors, Howden USA Company and TLT-Turbo, Inc., with predecessor or successor relationships to TLT-Babcock, Inc., making said vendors the only sources of those materials and services for the maintenance and repair of the equipment.

NOW, THEREFORE, BE IT RESOLVED that this Board does hereby approve the attached engineer's certification, which is on file with the Assistant Secretary and which states that the materials and services are being awarded pursuant to Neb. Rev. Stat. Sections 70-637 (4)(a)(iv) and (6).

BE IT FURTHER RESOLVED that management be and hereby is authorized and instructed to enter into competitive negotiations, for and on behalf of the District, with the two vendors that may be capable of providing the materials and services necessary for the refurbishment of an induced draft fan rotor for Gerald Gentleman Station, after first advertising notice pursuant to Nebraska law of its intention to enter into said negotiations, and as a result of the negotiations, bring a contract back to the Board for its approval, after review and approval by legal counsel.

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

**MOTION (CARRIED):
APPROVE CAPITAL
PROJECTS REPORT
NO. ES-1 (2021
BUDGET)**

**RESOLUTION
NO. 21-47
(ADOPTED):
APPROVE
ENGINEER'S
CERTIFICATE,
INDUCED DRAFT
FAN
REFURBISHMENT
(GGS)**

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

Whereupon the Chair declared Resolution No. 21-47 adopted.

Director Christensen entered the room.

Director Kennedy, Chair of the Energy Supply Committee, recommended the following resolution:

RESOLUTION NO. 21-48

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 21-025, Craft Labor and Maintenance Modification Support Energy Supply Facilities, 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, completion dates, and the needs of the District, this Board has determined and does hereby find that the estimated base bid of MOR PPM, Inc., Society Hill, South Carolina, is the lowest and best evaluated bid on Contract No. 21-025.

NOW, THEREFORE, BE IT RESOLVED that, subject to receipt and approval of a payment bond and certificate of insurance as herein provided, the following bid submitted on Contract No. 21-025 be accepted by the District:

MOR PPM, Inc., Society Hill, South Carolina,
estimated base bid price of \$21,309,618.57.

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 payment bond and certificate of insurance from MOR PPM, Inc., as provided in the Contract.

**RESOLUTION
NO. 21-48
(ADOPTED): AWARD
CONTRACT
NO. 21-025, CRAFT
LABOR AND
MAINTENANCE
MODIFICATION
SUPPORT (ENERGY
SUPPLY
FACILITIES), TO
MOR PPM, INC.,
ESTIMATED BASE
BID PRICE OF
\$21,309,618.57**

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

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

Whereupon the Chair declared Resolution No. 21-48 adopted.

Executive Vice President of External Affairs and General Counsel John C. McClure presented information on proposed changes to Irrigation Water Delivery Rates and Proposed Storage Water Rates. Director Kennedy, Chair of the Energy Supply Committee, recommended the following two resolutions:

RESOLUTION NO. 21-49

WHEREAS, management of the District has reviewed and analyzed the costs and revenue requirements for the District’s irrigation system and has determined that the District needs to implement new rates for the delivery of irrigation water.

NOW, THEREFORE, BE IT RESOLVED that the following rates for the delivery of irrigation water, which are fair, reasonable, and nondiscriminatory, be established as follows:

RATES FOR THE DELIVERY OF IRRIGATION WATER

<u>Service Option</u>	<u>New Rate/Acre</u>
Complete Coverage (As Available)	
Tap/Pump	\$31.25
Pump and Meter	\$29.25
Floating Option	<u>Dawson County Canal</u>
Tap/Pump	\$37.75
Pump and Meter	\$35.75
Excess Water	\$41.75
Floating Option	<u>Gothenburg Canal, Kearney Canal</u>
Tap/Pump	\$33.25
Pump and Meter	\$31.25
Excess Water	\$41.75

**RESOLUTION
 NO. 21-49
 (ADOPTED):
 APPROVE REVISED
 SURFACE
 IRRIGATION WATER
 RATES FOR 2022**

BE IT FURTHER RESOLVED that payments for the delivery of irrigation water will be due and payable on May 1 of each year, and that an annual interest rate of 12% shall be charged on all payments received after May 1.

BE IT FURTHER RESOLVED that the rates for the delivery of irrigation water approved by Resolution No. 19-20 are hereby rescinded, and the above rates for the delivery of irrigation water shall become effective upon the adoption of this Resolution and shall remain in effect until such time as the District's Board of Directors adopts new rates for the delivery of irrigation water.

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

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

Whereupon the Chair declared Resolution No. 21-49 adopted.

RESOLUTION NO. 21-50

WHEREAS, management of the District has reviewed and analyzed the costs and revenue requirements for the District's irrigation system and has determined that the District needs to implement new rates for a customer who needs to supplement its supply of irrigation water by contracting for the purchase and delivery of storage water for irrigation from the District.

NOW, THEREFORE, BE IT RESOLVED that the following rates for the purchase and delivery of storage water for irrigation from the District, which are fair, reasonable, and nondiscriminatory, be established as follows:

RATES FOR THE PURCHASE AND DELIVERY OF STORAGE WATER FOR IRRIGATION FROM THE DISTRICT

<u>Type of Service</u>	<u>New Rate/Acre-Foot</u>
Contracted Storage Water	\$ 10.00
Excess Storage Water	\$ 12.50
Surcharge Water	\$ 15.00

RESOLUTION NO. 21-50 (ADOPTED): APPROVE REVISED STORAGE WATER RATES FOR 2022

BE IT FURTHER RESOLVED that an annual interest rate of 12% shall be charged on all payments for the purchase and delivery of storage water for irrigation from the District that are received after the delinquent dates set forth in the contracts with the customers.

BE IT FURTHER RESOLVED that the rates for the purchase and delivery of storage water for irrigation from the District approved by Resolution No. 19-21 are hereby rescinded, and the above rates for the purchase and delivery of storage water for irrigation from the District shall become effective upon the adoption of this Resolution and shall remain in effect until such time as the District's Board of Directors adopts new rates.

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

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

Whereupon the Chair declared Resolution No. 21-50 adopted.

Director Kennedy, 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 December 2021; and 3) Water Supply.

Director Chlopek, Chair of the Customer and Support Services Committee, reported that the Customer and Support Committee met Wednesday morning, November 10, 2021.

Accounting Manager Joni J. Davis presented financial performance measures for September 2021, as well as the monthly financial report, which indicated that operating revenues from electric sales were \$15.1 million over budget for the month, and \$251.7 million over budget year to date. Firm electric sales were \$2.3 million over budget for the month, and \$28.7 million over budget year to date. Other electric sales were \$12.8 million over budget for the month, and \$223.0 million over budget year to date. Total operating expenses were under budget by \$33.4 million for the month, and \$49.1 million over budget year to date. The balance of the regulatory liability for unearned revenues as of September 30, 2021, was \$334.2 million. This balance represents surplus net revenues to be applied as credits against revenue requirements in future rate periods.

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

CUSTOMER AND
SUPPORT SERVICES
COMMITTEE

SEPTEMBER 2021
FINANCIAL
STATEMENTS

**MOTION (CARRIED):
ACCEPT
SEPTEMBER 2021**

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

FINANCIAL STATEMENTS

Whereupon the Chair declared the motion carried.

Accounting Manager Joni J. Davis also shared preliminary financial results for October 2021, reporting that the District realized an \$11.7 million surplus, which brought the year-to-date surplus through October 2021 to \$202.9 million.

PRELIMINARY FINANCIAL RESULTS FOR OCTOBER 2021

Director Chlopek, Chair of the Customer and Support Services Committee, recommended the appointments of Cristal D. Menke and Charles T. (Tom) Dornish as authorized signatories, for the purpose of signing for the disbursement of District funds on behalf of the Treasurer. This individuals would also be authorized to invest and manage NPPD funds in accordance with Board-approved investment policies.

It was moved by Director Chlopek and seconded by Director Williams that the Board confirm the appointments of Cristal D. Menke and Charles T. Dornish as authorized signatories for the District, including authorization to invest and manage NPPD funds in accordance with Board-approved investment policies. Votes were cast and recorded as follows:

MOTION (CARRIED): CONFIRM APPOINTMENTS OF KRISTAL MENKE AND TOM DORNISH AS AUTHORIZED NPPD SIGNATORIES

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

Whereupon the Chair declared the motion carried.

Accounting Manager Joni J. Davis provided an update for the Other Post-Employment Benefits (OPEB) 2021 Actuarial Valuation for healthcare and life insurance. Ms. Davis reviewed member counts, key assumptions used in the valuation, actuarially-determined liabilities, funded status, and information on Trust assets and returns.

UPDATE ON OPEB ACTUARIAL VALUATION

Director Chlopek, Chair of the Customer and Support Services Committee, discussed a presentation made by Benefits Manager Brenda M. Sanne during the Customer and Support Services Committee meeting regarding the 2022 Annual Reimbursement Funding for NPPD's New Retiree Healthcare Plan. Recommendations included a 3% increase in the annual Health Reimbursement Arrangement (HRA) stipend for NPPD's HRA Retiree

Healthcare Plan. This increase would apply to pre-Medicare reimbursement and Medicare reimbursement amounts, with the funding source being NPPD’s OPEB Plan Trust.

It was moved by Director Chlopek and seconded by Director Williams to approve a 3% increase in the Annual Health Reimbursement Arrangement Stipend for NPPD’s Retiree Healthcare Plan, with the funding source being NPPD’s OPEB Trust. Votes were cast and recorded as follows:

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

**MOTION (CARRIED):
APPROVE 3%
INCREASE IN
ANNUAL HEALTH
REIMBURSEMENT
ARRANGEMENT
STIPED FOR NPPD
RETIREE
HEALTHCARE PLAN**

Whereupon the Chair declared the motion carried.

Director Chlopek, Chair of the Energy Supply Committee, reviewed the following Capital Projects Report:

Report No. CSD-1	Capital Projects \$500,000 and above not specifically identified in the Budget that require approval by the Board for the period October 1, 2021, through October 31, 2021 – 2021 Capital Additions Budget.
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It was moved by Director Chlopek and seconded by Director Freeland that Capital Projects Report No. CSD-1 (2021 Budget) be approved for the period October 1, 2021, through October 31, 2021, which included Capital Project C/10189, Reactor Replacement (Valentine). Votes were cast and recorded as follows:

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

**MOTION (CARRIED):
APPROVE CAPITAL
PROJECTS REPORT
NO. CSD-1 (2021
BUDGET)**

Whereupon the Chair declared the motion carried.

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

RESOLUTION NO. 21-51

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 21-031, 72.5 kV Power Circuit Breakers, 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 GE Grid Solutions, LLC, Charleroi, Pennsylvania, is the lowest and best evaluated bid on Contract No. 21-031.

NOW, THEREFORE, BE IT RESOLVED that, subject to receipt and approval of a performance bond as herein provided, the following bid submitted on Contract No. 21-031 be accepted by the District:

GE Grid Solutions, LLC, Charleroi, Pennsylvania,
firm base bid price of \$677,452.

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 from GE Grid Solutions, LLC, as provided in the Contract.

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

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

Whereupon the Chair declared Resolution No. 21-51 adopted.

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

**RESOLUTION
NO. 21-51
(ADOPTED): AWARD
CONTRACT
NO. 21-031, 72.5 kV
POWER CIRCUIT
BREAKERS (OLIVE
CREEK
SUBSTATION), TO
GE GRID
SOLUTIONS, LLC,
FIRM BASE BID
PRICE OF \$677,452**

**TRANSMISSION
PROJECTS UPDATE**

Director Chlopek, Chair of the Customer and Support Services Committee, reported that the Committee also heard reports on the following matters: 1) OPEB Actuarial Valuation 2) Third Quarter 2021 NPPD Investments and Financial Markets; 3) July 2021 Storm Restoration Procurements; 4) Customer Services and Delivery look-ahead for December 2021; 5) Retail Business Unit performance; and 6) 2022 Merit Pay Program.

CUSTOMER AND SUPPORT SERVICES COMMITTEE REPORT

Director Thompson, Chair of the Board Governance and Strategic Planning Committee, reported that the Board Governance and Strategic Planning Committee met Thursday, November 4, 2021, at the Lied Lodge and Conference Center following the Board Strategic Planning Retreat.

BOARD GOVERNANCE AND STRATEGIC PLANNING COMMITTEE

It was moved by Director Thompson and seconded by Director Kennedy to approve revisions to Strategic Directive BP-SD-03, Reliability/Resiliency. Votes were cast and recorded as follows:

MOTION (CARRIED): APPROVE REVISIONS TO STRATEGIC DIRECTIVE BP-SD-03, RELIABILITY/RESILIENCY

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

Whereupon the Chair declared the motion carried.

Director Thompson, Chair of the Customer and Support Services Committee, also presented the final proposed draft of Strategic Directive BP-SD-05, Carbon Emissions Reductions, which the Board will be asked to consider in December.

BOARD GOVERNANCE AND STRATEGIC PLANNING COMMITTEE REPORT

Director Schrock, Chair of the Chartered Territory (Ad Hoc) Committee, reported that the Chartered Territory (Ad Hoc) Committee met Wednesday morning, November 10, 2021. Vice President of Governmental Affairs and General Counsel John C. McClure presented a resolution and Amended Petition for Creation to the Committee for review and discussion, which would incorporate necessary changes as a result of the 2020 census and removal of towns/areas no longer served by NPPD.

CHARTERED TERRITORY (AD HOC) COMMITTEE

Director Schrock, Chair of the Chartered Territory (Ad Hoc) Committee, recommended the following resolution:

RESOLUTION NO. 21-52

WHEREAS, Nebraska statutes require a public power district which elects to have director subdivisions to evaluate the population distribution within its subdivisions following each federal decennial census; and

RESOLUTION NO. 21-52 (ADOPTED): APPROVE PROPOSED CHANGES TO

**DISTRICT'S
CHARTER, PETITION
NEBRASKA POWER
REVIEW BOARD
FOR APPROVAL OF
AMENDED PETITION
FOR CREATION**

WHEREAS, Nebraska statutes require that the subdivisions be created in a manner that results in each subdivision containing approximately equal population so as not to prejudice the rural customers; and

WHEREAS, Nebraska statutes allow subdivisions to be established using county lines and voting precincts; and

WHEREAS, since the filing of Amendment Number Seven to Nebraska Public Power District's (District) chartered territory, several wholesale customers have chosen power providers other than the District and their service territories need to be removed from the District's chartered territory.

NOW, THEREFORE, BE IT RESOLVED that the Board finds that the subdivisions presented to it on this date are substantially the same in population and are not created in a manner that prejudices the rural customers; that , in presenting such subdivisions, the manner in which areas are included and excluded by use of county lines, municipal boundaries, and voting precincts within counties to establish the operating area of Nebraska Public Power District is appropriate, fair, and reasonable and is a proper exercise of the authority of the Board as provided by law.

BE IT FURTHER RESOLVED that the District's operating area is established as its chartered territory in the manner set forth in the proposed amended District Charter presented to the Board on this date and which the Assistant Secretary is directed to attach hereto as Exhibit A and is included herein for all purposes.

BE IT FURTHER RESOLVED that it is appropriate to divide the chartered territory into eleven subdivisions; that the eleven subdivisions are approved as set forth in Exhibit A to this Resolution.

BE IT FURTHER RESOLVED that the District's legal counsel is authorized and directed to file a petition with the Nebraska Power Review Board and that legal counsel for the District is authorized to take such actions and act in such manner as is reasonably required to accomplish the intent and goals of this resolution including making such technical amendments to the petition and exhibits to the petition as may be reasonably necessary.

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

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

Whereupon the Chair declared Resolution No. 21-52 adopted.

There being no further business to come before the Board, the meeting was duly adjourned at 1:35 p.m.

ADJOURNMENT
1:35 P.M.

Minutes approved at
the meeting of
December 8-9, 2021

_____/s/_____
Mary A. Harding, Chair

_____/s/_____
Edward J. Schrock, Secretary

**REPORT ON RETIREMENTS AND
FORMER DISTRICT EMPLOYEE REHIRES
NOVEMBER 2021 BOARD MEETING**

RETIREMENTS

1. Bradley B. Jensen, Journey Line Technician, South Sioux City, was employed August 1, 1975, and is retiring as of November 20, 2021
2. Mark C. Becker, Corporate Media and Media Services Supervisor, General Office, Columbus, was employed February 26, 2007, and is retiring as of November 30, 2021.
3. Jeff J. Durr, Material Handler, Gerald Gentleman Station, Sutherland, was employed December 16, 1980, and is retiring as of November 30, 2021.
4. Jeffrey D. Elting, Transmission System Control Operator Team Leader, Control Center, Doniphan, was employed June 20, 1977, and is retiring as of January 31, 2022.
5. Bill R. Johnson, Local Manager, Milford, was employed June 21, 1978, and is retiring as of January 31, 2022.
6. Raymond Diaz, Journey Line Technician (Distribution), Operations Center, Ogalala, was employed April 20, 1992, and is retiring as of February 16, 2022.

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 this rehire:

David Webb was hired on August 9, 2004, and retired from the position of Director of Technology Integration at Columbus on October 31, 2021. Mr. Webb will be rehired as a Part-Time Special Assistant Technology Integration at Columbus effective November 1, 2021.

**RESTATEMENT OF THE CURRENT CHARTER
FOR THE
NEBRASKA PUBLIC POWER DISTRICT**

(1) This Amended Petition for Creation shall become effective and be in full force immediately upon the issuance of the certificate of approval by the Nebraska Power Review Board.

(2) The name of the district shall be "Nebraska Public Power District".

(3) The boundaries of the District's operating area are the aggregate of the Subdivisions as described below. In addition to the territory described herein, the District also utilizes Neb. Rev. Stat. §70-604.03, to include ballots for a limited number of retail customers in Cass County, Dakota County, Dawes County, Deuel County, Garden County, Johnson County, Keith County, Morrill County, Pawnee County, Perkins County, Richardson County, Saunders County, Scotts Bluff County, Sheridan County, Sioux County, and Thurston County. All areas of the State of Nebraska not specifically included in the Subdivisions set forth below are omitted from the District's operating area. The area and territory of the District and the names of the municipalities constituting the District shall be as follows:

Subdivision 1

Cass County: The municipalities of Murray, Nehawka, Plattsmouth, and Union, are included; the balance of county is excluded.

Johnson County: The municipalities of Crab Orchard and Sterling are included; the balance of the county is excluded.

Lancaster County: The entire county is included except the municipalities of Bennet, Lincoln, and Waverly, which are excluded.

Nemaha County: The municipalities of Auburn, Brownville, Johnson, and Nemaha are included; the balance of the county is excluded.

Pawnee County: The municipalities of Burchard, Dubois, Lewiston, Pawnee City, Steinauer, and Table Rock are included; the balance of the county is excluded.

Richardson County: The municipalities of Barada, Dawson, Humboldt, Shubert, Stella, and Verdon are included; the balance of the county is excluded.

Saunders County: The municipalities of Malmo, Prague, Valparaiso, Wahoo, and Weston, and the voting precincts of Malmo Precinct, Prague Precinct, Valparaiso Precinct, and Weston Precinct are included; the balance of the county is excluded.

Subdivision 2

Boone County: The entire county is included.

Boyd County: The entire county is included except the municipality of Spencer, which is excluded.

Custer County: The entire county is included except the municipalities of Ansley, Arnold, Broken Bow, and Callaway, which are excluded.

Garfield County: The entire county is included except the municipality of Burwell, which is excluded.

Greeley County: The entire county is included.

Hall County: The entire county is included except the municipalities of Grand Island and Wood River, which are excluded.

Holt County: The entire county is included except the municipality of Stuart, which is excluded.

Howard County: The entire county is included.

Keya Paha County: The entire county is included.

Loup County: The entire county is included.

Rock County: The entire county is included.

Sherman County: The entire county is included.

Valley County: The entire county is included.

Wheeler County: The entire county is included.

Subdivision 3

Buffalo County: The entire county is included.

Subdivision 4

Frontier County: The entire county is included except the municipalities of Curtis and Maywood, which are excluded.

Gosper County: The entire county is included.

Hayes County: The entire county is included.

Lincoln County: The municipalities of Brady, Hershey, Maxwell, North Platte, Sutherland, and Wellfleet, and the voting precincts of Brady Precinct, Hall Precinct, Hershey Precinct, Hinman Precinct, Maxwell Precinct, Medicine Precinct, Osgood Precinct, Sellers Precinct, and Sutherland Precinct are included; the municipalities of Wallace and Dickens, and the balance of the county, is excluded

Red Willow County: The entire county is included.

Subdivision 5

Blaine County: The entire county is included.

Box Butte County: The municipality of Hemingford is included; the balance of the county is excluded.

Brown County: The entire county of Brown is included.

Chase County: The municipality of Wauneta and the voting precincts of Imperial Rural Precinct and Wauneta Precinct are included; the balance of the county is excluded.

Cherry County: The municipalities of Brownlee, Cody, Crookston, Kilgore, Merriman, Nenzel and Wood Lake, and the voting precincts of Loup, Valentine East, Valentine South are included; the municipalities of Eli and Valentine, and the balance of the county, is excluded.

Cheyenne County: The municipality of Lodgepole is included; the balance of the county is excluded.

Dawes County: The municipalities of Chadron (which includes the voting precincts of 1, 2, 3, 4, and 5), Crawford, and Whitney are included; the balance of the county is excluded.

Deuel County: The municipality of Big Springs is included; the balance of the county is excluded.

Dundy County: The entire county is included except the municipality of Benkelman, which is excluded.

Garden County: The municipalities of Lewellen and Oshkosh are included; the balance of the county is excluded.

Hitchcock County: The entire county is included.

Hooker County: The entire county is included.

Keith County: The municipalities of Brule and Ogallala are included; the balance of the county is excluded.

Logan County: The entire county is included.

McPherson County: The entire county is included.

Morrill County: The municipality of Broadwater is included; the balance of the county is excluded.

Perkins County: The municipalities of Elsie, Madrid, and Venango are included; the balance of the county is excluded.

Scotts Bluff County: The municipalities of McGrew, Melbeta, Minatare, Scottsbluff, and Terrytown are included; the balance of the county is excluded.

Sheridan County: The municipalities of Clinton, Gordon, Hay Springs, and Rushville are included; the balance of the county is excluded.

Sioux County: The Sheep Creek voting precinct is included; the balance of the county is excluded.

Thomas County: The entire county is included.

Subdivision 6

Dawson County: The entire county is included.

Franklin County: The entire county is included.

Furnas County: The entire county is included except the municipalities of Beaver City and Oxford, which are excluded.

Harlan County: The entire county is included except the municipality of Oxford, which is excluded.

Kearney County: The entire county is included.

Phelps County: The entire county is included.

Subdivision 7

Adams County: The entire county is included except the municipalities of Hastings and Juniata, which are excluded.

Clay County: The entire county is included.

Fillmore County: The entire county is included except the municipality of Shickley, which is excluded.

Hamilton County: The entire county is included.

Jefferson County: The entire county is included except the municipalities of Endicott, Fairbury, Harbine, Jansen, Reynolds, and Steele City, which are excluded.

Merrick County: The entire county is included.

Nance County: The entire county is included.

Nuckolls County: The entire county is included except the municipality of Superior, which is excluded.

Thayer County: The entire county is included except the municipality of Gilead, which is excluded.

Webster County: The entire county is included except the municipalities of Blue Hill, , and Red Cloud, which are excluded.

Subdivision 8

Gage County: The entire county is included except the municipality of Beatrice, which is excluded.

Saline County: The entire county is included except the municipality of Crete, which is excluded.

Seward County: The entire county is included.

York County: The entire county is included.

Subdivision 9

Butler County: The entire county is included.

Platte County: The entire county is included.

Polk County: The entire county is included.

Subdivision 10

Antelope County: The entire county is included except the municipality of Neligh, which is excluded.

Madison County: The entire county is included.

Pierce County: The municipalities of Hadar and Osmond, and the voting precincts of Hadar Area/South Branch, Pierce Rural Area, and Plainview Area are included; the municipalities of Foster, McClean, Pierce, and Plainview, and the Osmond Area voting precinct are excluded.

Stanton County: The entire county is included.

Subdivision 11

Burt County: The entire county is included.

Cedar County: The entire county is included.

Colfax County: The municipalities of Clarkson, Howells, Leigh, Richland, and Schuyler and the voting precincts, 2, 3, 4, and 5 are included; voting precinct 1 is included to the extent it lies within the City of Schuyler; and the balance of the county is excluded.

Cuming County: The entire county is included except the municipalities of West Point and Wisner, which are excluded.

Dakota County: The municipalities of Dakota City and Homer are included; the balance of the county is excluded.

Dodge County: The municipalities of Dodge and Uehling, and the voting precincts of Cuming-Everett Precinct, Logan-Hooper Precinct, Pebble Precinct, Ridgley-Union-Cotterell-Pleasant Valley Precinct, and Webster Precinct are included; the municipalities of Fremont, Hooper City, Nickerson, Winslow, and North Bend, Scribner, Snyder, and all other voting precincts and the balance of the county are excluded.

Knox County: The entire county is included.

Thurston County: The entire county is included except the municipalities of Pender and Walthill, which are excluded.

Washington County: The voting precincts of Cuming City Precinct, Fontanelle Precinct and Herman Precinct are included; the balance of the county is excluded.

(4) The District intends to engage in any business authorized by law for public power districts. The District's business is primarily the generation, transmission and distribution of electric power and energy, and its method of operation will be to continue to serve customers located within the boundaries of the District from its plants, systems and irrigation works. The plants, systems and irrigation works of the District, the operation of the same, the exercise of powers, and the assumption of duties and responsibilities, of or on the part of this District do not nullify, conflict with, or materially affect those of, or on the part of, any other district.

(5) The location of the principal place of business of said District shall be Columbus, Nebraska.

(6) The District shall not have the power to levy taxes or to issue general obligation bonds.

(7) The names, addresses, term expirations and subdivisions of the present Directors of the District, who shall serve until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address (Nebraska)</u>	<u>Term Expires</u>	<u>Subdivision</u>
Mary A. Harding	Plattsmouth	January, 2027	1
Aaron D. Troester	O'Neill	January, 2027	2
Melissa S. Freeland	Kearney	January, 2023	3
William C. Hoyt	McCook	January, 2023	4
Charlie C. Kennedy	Scottsbluff	January, 2025	5
Edward J. Schrock	Elm Creek	January, 2025	6
Wayne E. Williams	Central City	January, 2027	7
Gary G. Thompson	Clatonia	January, 2023	8
Jerry L. Chlopek	Columbus	January, 2027	9
William D. Johnson	Pilger	January, 2023	10
Fred L. Christensen	Lyons	January, 2025	11

If for any reason any successor is appointed for one of the foregoing directors prior to the effective date of this Amended Petition for Creation, the successor shall replace the named director for a term of office as set forth in Section 70-615 of the Reissue Revised Statutes of Nebraska, 2018.

Directors will be elected from each of the eleven subdivisions. The subdivisions are divided into three groups that will be elected for six-year terms of office each.

Group I will consist of Subdivisions 3, 4, 8, and 10. All Group I directors will stand for election to a six-year term during the 2022 election cycle, take office in January, 2023, and will stand for reelection every six years thereafter.

Group II will consist of Subdivisions 1, 2, 7, and 9. Group II directors' terms began in January, 2021, and will stand for reelection every six years thereafter.

Group III will consist of Subdivisions 5, 6, and 11. Group II directors' terms began in January, 2019, and will stand for reelection every six years thereafter.