

MINUTES OF REGULAR MEETING  
OF THE BOARD OF DIRECTORS OF  
NEBRASKA PUBLIC POWER DISTRICT  
SEPTEMBER 7-8, 2022

(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 12:30 p.m. on Wednesday, September 7, 2022.

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 September 1, 2022:

- (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.

First Vice Chair Freelend called the regular meeting to order at 12:30 p.m. on Wednesday, September 7, 2022, and directed the roll be called:

Present: Melissa S. Freelend, Bill C. Hoyt, William D. Johnson, Charlie C. Kennedy, Gary G. Thompson, Aaron D. Troester, Wayne E. Williams

Absent: Jerry L. Chlopek, Fred L. Christensen, Mary A. Harding, Edward J. Schrock

constituting a quorum of the Board of Directors.

First Vice Chair Freelend announced that there was a posting of the Open Meetings Act and copies of the Board agenda at the entrance of the conference room, for anyone wishing to examine those documents.

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

LEGAL NOTICE  
PUBLISHED PRIOR  
TO THE MEETING

ROLL CALL,  
12:30 P.M.,  
SEPTEMBER 7, 2022

ANNOUNCEMENT OF  
POSTING OF OPEN  
MEETINGS ACT AND  
AGENDA

REPORT ON  
SYSTEM AND  
SAFETY STATUS

Executive Vice President of External Affairs and General Counsel John C. McClure discussed federal and state regulatory agencies that impact the District and all aspects of NPPD's business.

**It was moved by Director Thompson and seconded by Director Troester that the Board go into Executive Session at 1:00 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:**

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

Whereupon the First Vice Chair declared the motion carried.

First Vice Chair Freelend announced the executive session was ended at 1:28 p.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, pending and potential litigation, and receive legal advice.

The meeting was recessed at 1:28 p.m., to reconvene on Thursday, September 7, 2022, at the Columbus General Office.

Following committee meetings on September 7, 2022, the NPPD Board of Directors met with the Nebraska Electric G&T Board of Directors at NPPD's General Office to discuss industry issues. The combined boards meeting was called to order at approximately 3:22 p.m., and adjourned at approximately 4:59 p.m.

### **SEPTEMBER 8, 2022**

First Vice Chair Freelend called the regular meeting to order at 7:30 a.m. on Thursday, September 8, 2022, and directed the roll to be called:

Present: Fred L. Christensen, Melissa S. Freelend, Bill C. Hoyt, William D. Johnson, Charlie C. Kennedy, Gary G. Thompson, Aaron D. Troester, Wayne E. Williams

Absent: Jerry L. Chlopek, Mary A. Harding, Edward J. Schrock

constituting a quorum of the Board of Directors.

OVERVIEW OF  
FEDERAL AND  
STATE  
REGULATORY  
ENTITIES

**MOTION (CARRIED):  
GO INTO EXECUTIVE  
SESSION AT  
1:00 P.M. TO  
PROTECT THE  
PUBLIC INTEREST,  
DISCUSS  
COMPETITIVE AND  
PROPRIETARY  
INFORMATION,  
PENDING AND  
POTENTIAL  
LITIGATION, AND  
RECEIVE LEGAL  
ADVICE**

EXECUTIVE  
SESSION ENDED AT  
1:28 P.M.

MEETING  
RECESSED AT  
1:28 P.M.

MEETING WITH  
NEBRASKA  
ELECTRIC G&T  
BOARD OF  
DIRECTORS

ROLL CALL,  
7:30 A.M.,  
SEPTEMBER 8, 2022

First Vice Chair Freelend announced that there was a posting of the Open Meetings Act and copies of the Board agenda at the entrance of the conference room, 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.

GUESTS WELCOMED TO MEETING

**It was moved by Director Thompson and seconded by Director Kennedy to excuse the absences of Jerry Chlopek, Mary Harding, and Edward Schrock from the September 2022 Board meeting due to medical reasons. Votes were cast and recorded as follows:**

**MOTION (CARRIED): EXCUSE ABSENCES OF DIRECTORS CHLOPEK, HARDING, SCHROCK**

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

Whereupon the First Vice Chair declared the motion carried.

President and Chief Executive Officer Thomas J. Kent provided a brief update on system operations.

REPORT ON SYSTEM AND SAFETY STATUS

Economic Development Manager Nicole J. Sedlacek provided the annual report of Strategic Directive BP-SD-08, Economic Development, which included an overview of Economic Development Department staff and mission, services provided, regional and state activities and initiatives, and recent site development and recruiting projects. Ms. Sedlacek announced that NPPD was recently recognized by *Site Selection* magazine as one of the top utilities for 2022 in economic development, based on corporate end-user project investment and affiliated job creation. The top 20 utilities were selected from a field of over 3000 electric utilities across the country, and highlighting NPPD's efforts were Compute North's expansion in Kearney, recruitment of Nelnet to Columbus, and expansion of Green Plains Ethanol in Central City, among many other recent successful projects.

REPORT ON BP-SD-08, ECONOMIC DEVELOPMENT

First Vice Chair Freelend asked for discussion of any consent agenda items, which included the following:

CONSENT AGENDA

- Minutes of August 10-11, 2022, Regular Board Meeting
- November 2022 Regular Board Meeting scheduled for November 9-10, 2022, in Columbus (October 2022 Regular Board Meeting previously scheduled for October 12-13, 2022, in Columbus)
- Ratification/Confirmation of Signatures of Staff Members
- July 2022 Summary of Disbursements

First Vice Chair Freelend 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 Williams and seconded by Director Hoyt that all items on the consent agenda be approved as listed above. Votes were cast and recorded as follows:**

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

Whereupon the First Vice 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.

Pricing and Rates Project Lead Amber D. Smeal presented information on proposed revisions to NPPD’s Formula Rate Implementation Protocols (Protocols) that establish the process and timelines for annual updates and annual true-up adjustments to the transmission rates and revenue requirements included in the District’s Formula Rate Template. As a result of these proposed changes, proposed revisions to the Formula Rate Template used for the purpose of establishing NPPD’s annual transmission revenue requirements and associated transmission rates for the NPPD pricing zone in the Southwest Power Pool (SPP) were also recommended. The changes were in addition to those approved at the June 23, 2022 special Board meeting. NPPD’s current Protocols were initially developed and approved by the Board in October 2008 and revised in November 2012. Additional revisions to the Protocols were proposed to address concerns identified in a Federal Energy Regulatory Commission (FERC) Order issued on July 14, 2022. The proposed revisions would provide interested parties with greater access to additional information on NPPD’s forecasted and actual

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

**EMPLOYEE  
COUNTS,  
RETIREMENTS AND  
REHIRE FOR  
SEPTEMBER 2022**

transmission costs and formalize challenge procedures that could be utilized in the case of a dispute. Revisions to the Formula Rate Template were required to reflect the timeline changes proposed in the revised Protocols. Upon Board approval, the revised Formula Rate Template and Protocols would be provided to SPP for their use in making a filing at the FERC with a requested effective date of 60 days after such filing.

The following resolution was recommended:

**RESOLUTION NO. 22-28**

WHEREAS, the District's Formula Rate Implementation Protocols (Protocols) included in the Southwest Power Pool (SPP) Open Access Transmission Tariff (OATT) establish the process and timelines for annual updates and annual true-up adjustments to the transmission rates and revenue requirements included in the District's Formula Rate Template; and

WHEREAS, said Protocols were developed, approved by this Board, and submitted to SPP for inclusion in their OATT initially in October 2008, and subsequently revised in November 2012; and

WHEREAS, the Federal Energy Regulatory Commission (FERC) issued Order EL-22-69-000, dated July 14, 2022, directing the SPP to either 1) show cause as to why the District's Protocols under the SPP OATT remain just and reasonable and not unduly discriminatory or preferential; or 2) explain what changes are necessary to the District's Protocols to remedy the concerns identified by the FERC and proceed to establish replacement Protocols; and

WHEREAS, the Pricing and Rates Department and management of the District have identified and proposed revisions to said Protocols to remedy concerns identified by the FERC in said Order relating to said Protocols; and

WHEREAS, the District's Membership Agreement with the SPP and the SPP OATT require the District to prepare a Formula Rate Template that provides a formula for determining the District's annual transmission service revenue requirements and associated transmission service rates; and

WHEREAS, the Pricing and Rates Department and management of the District have identified and proposed revisions to said Formula Rate Template to align with the revised timeline in said Protocols and to make other changes that are necessary to comply with FERC accounting requirements; and

WHEREAS, said revised Protocols and Formula Rate Template are to be submitted to SPP for filing at the FERC, with a requested effective date of sixty (60) days after such filing; and

**RESOLUTION  
NO. 22-28  
(ADOPTED):  
APPROVE REVISED  
NPPD FORMULA  
RATE TEMPLATE  
AND  
IMPLEMENTATION  
PROTOCOLS UNDER  
SPP OPEN ACCESS  
TARIFF FOR  
SUBMITTAL TO SPP  
AND FILING WITH  
FERC**

WHEREAS, management has proposed and presented to, and this Board of Directors has reviewed and duly considered with management, the basis for the proposed revisions to said Protocols and Formula Rate Template; and

WHEREAS, said Protocols and Formula Rate Template are 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 Formula Rate Template and Formula Rate Implementation Protocols referred to above and incorporated into this Resolution by reference, are 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 Formula Rate Template and Formula Rate Implementation Protocols to the Southwest Power Pool for filing at the Federal Energy Regulatory Commission for acceptance and approval with a requested effective date of sixty (60) days after such filing, and District legal counsel is authorized to take any and all appropriate action involving acceptance and approval of said Formula Rate Template and Formula Rate Implementation Protocols, including participation in any related SPP proceedings before the Federal Energy Regulatory Commission.

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

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

Whereupon the First Vice Chair declared Resolution No. 22-28 adopted.

Pricing, Rates and Wholesale Billing Manager Todd S. Swartz discussed proposed changes to 2023 wholesale rates, as a follow-up to preliminary information provided to the Board in August. No changes to the initial recommendations presented in August were made and in conversations with wholesale customers, no major issues were raised. Consequently, in addition to a recommendation for a \$33.9 million Production Cost Adjustment (PCA) credit to be applied to bills for service from February 2023 through January 2024, changes would also be proposed for the General Firm Power Service (GFPS) Rate Schedule, Economic Development Rate Schedule (SPP No. 6), Large Customer Interruptible Rate Schedule (SPP No. 8), Large

2023 WHOLESALE  
RATE UPDATE

Customer Market-Based Rate Schedule (SPP No. 9), Interruptible Market-Based Rate Schedule (SPP No. 10), and T-2 Transmission Rate Schedule.

In late September, the GFPS Rate Study and T-2 Rate Study would be issued to affected customers and if requested, a rate hearing would be conducted in conjunction with the November Board meeting; Board consideration of the revised rates would be requested in December, and if approved would become effective for service provided on and after February 1, 2023.

Pricing and Rates Project Lead Amber D. Smeal presented information on proposed changes to retail rates for 2023 and for the tenth year in a row, the District intends no overall retail rate increase. The wholesale PCA credit would be directly passed through to Large Industrial Service (LIS) customers, and for all other retail customers a \$5 million PCA refund would be applied to bills for service from February 2023 through January 2024.

Additionally, changes to several individual rate schedules would also be proposed, including Large Industrial Service (LIS), Interruptible Service Rider (INT-Rider), Market-Based Rate Rider (MKT-Rider), Interruptible Market-Based Rate Rider (IMB-Rider), Standby Service Rider (ST-Rider), Simultaneous Buy/Sell Service Rider (SI-Rider), Net Metering Service Rider (NM-Rider), Electric Vehicle (EV) Public Charging Stations (EV-PCS), and General Customer Service Charges (CS). Changes would also be proposed for the retail irrigation rate schedules (IRRIG-1, IRRIG-2, IRRIG-3, and SBIR-Rider).

Between September and December, staff will continue communication with customers on the proposed changes and finalize rate schedule language changes, with Board consideration of the proposed retail rate schedules planned for December and, if approved, become effective for service provided on and after February 1, 2023.

Several entities sponsoring the 2022 Wells Fargo Nebraska Open addressed the Board, including: Oliver Chag, Ranger Power; Jess Baker, GRNE Solar; Phil Clement, NextEra; Sam Kuster, Engie; Molly Brown, GenPro Energy Solutions; and Heidi Aschbacher, Invenergy.

A recess was taken from 8:56 to 9:06 a.m.

Vice President and Chief Financial Officer Laura L. Kapustka discussed a potential look-ahead item regarding 2012 Series B Bonds. Outstanding bonds in the amount of \$43.5 million that were issued in 2012 are eligible to be called on January 1, 2023, and can be called up to 90 days prior (October 3, 2022); \$31.6 million is related to production debt (which matures within the 2016 Wholesale Power Contract period), and \$11.9 million is related to transmission debt. Management will with the District's financial advisor on details of a potential transaction to call the 2012 Series B Bonds, to be paid with NPPD's tax-exempt revolving credit agreement proceeds; this would offer flexibility for repayment, future debt service savings, and capacity

2023 RETAIL RATE  
UPDATE

PUBLIC COMMENTS

RECESS

FINANCING PLAN  
UPDATE

for possible future debt issuance. Should the District decide to pursue the call of the 2012 Series B Bonds, the transaction would likely take place sometime in the fourth quarter of 2022.

Vice President and Chief Financial Officer Laura L. Kapustka recommended the appointment of Cristal D. Menke as Deputy Assistant Treasurer retroactive to September 1, 2022.

**It was moved by Director Thompson and seconded by Director Christensen that the Board ratify the appointment of Cristal Menke as Deputy Assistant Treasurer retroactive to September 1, 2022. Votes were cast and recorded as follows:**

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

Whereupon the First Vice Chair declared the motion carried.

President and Chief Executive Officer Thomas J. Kent presented a proposed, tentative Board meeting schedule for 2023. Generally, the proposal recommended monthly Board meetings on the second Thursday of each month and the Wednesday immediately preceding, with the exception of March 2023 due to the National Rural Electric Cooperative Association Annual Conference. Additionally, management recommended holding one meeting in 2023 at a location outside Columbus, at or near a District facility; date and location of this meeting to be announced at a later time.

January 11-12  
 February 8-9  
 March 9-10  
 April 12-13  
 May 10-11  
 June 7-8  
 July 12-13  
 August 9-10  
 September 13-14  
 October 11-12  
 November 8-9  
 December 13-14

**It was moved by Director Thompson and seconded by Director Johnson that the tentative Board Meeting dates for 2023 be approved, as presented. Votes were cast and recorded as follows:**

**MOTION (CARRIED):  
 RATIFY  
 APPOINTMENT OF  
 CRISTAL MENKE AS  
 DEPUTY ASSISTANT  
 TREASURER**

**MOTION (CARRIED):  
 APPROVE  
 TENTATIVE BOARD  
 MEETING DATES  
 FOR 2022**



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

Whereupon the First Vice Chair declared the motion carried.

President and Chief Executive Officer Thomas J. Kent introduced a trailer video for the documentary “Moving Mountains – Nebraska Senators Summit Mount Kilimanjaro”, which documents the efforts of five Nebraska State Senators – Tom Brewer, Ben Hansen, Dave Murman, Justin Wayne, and Anna Wishart – to scale Mount Kilimanjaro. Mr. Kent asked the Board to consider sponsoring the documentary as it seems to align well with the District’s “Uniquely Nebraskan, Unusually Proud” social media campaign, highlighting the ability of five Nebraska Senators with diverse backgrounds, opinions, and beliefs to come together and help each other conquer the mountain.

**It was moved by Director Christensen and seconded by Director Williams to authorize funding of up to \$60,000 and approve NPPD’s sponsorship of the documentary “Moving Mountains – Nebraska Senators Summit Mount Kilimanjaro”, as presented. Votes were cast and recorded as follows:**

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

Whereupon the First Vice Chair declared the motion carried.

President and Chief Executive Officer Thomas J. Kent provided a look-ahead of upcoming items for the October 2022 Board meeting.

Executive Vice President of External Affairs and General Counsel John C. McClure discussed items of focus for NPPD’s Governmental Affairs staff in Lincoln, including meetings with Senators and candidates, and preliminary discussion of a 2023 Legislative Policy resolution. Mr. McClure also briefly mentioned a few matters at the federal level.

During the time designated for Directors’ comments and questions, Director Thompson commented on NPPD’s involvement with the Southwest Power Pool (SPP) and the many employees who belong to or are part of various committees, advisory groups, and working groups within SPP. Directors Thompson and Johnson reported on the September 1 Management Review Meeting at CNS. Director Johnson also commented on the 2022

**MOTION (CARRIED):  
 APPROVE  
 FUNDING OF UP TO  
 \$60,000 FOR  
 SPONSORSHIP OF  
 NEBRASKA  
 SENATOR  
 DOCUMENTARY**

BOARD AGENDA  
 LOOK-AHEAD FOR  
 OCTOBER 2022

GOVERNMENTAL  
 AFFAIRS UPDATE

DIRECTORS’  
 COMMENTS

Nebraska Power Association Conference.

The Nuclear Committee of the Whole, chaired by Director Johnson, met Thursday, September 8, 2022, from 9:48 to 10:03 a.m. during the Board of Directors meeting.

CNS Site Vice President 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 Amendment No. 1 to the Agreement with Entergy Operations Inc., for loaned non-craft employees to support the Fall 2022 Refueling Outage at Cooper Nuclear Station.

**It was moved by Director Christensen 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 (Nuclear). Votes were cast and recorded as follows:**

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

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

Executive Vice President and Chief Nuclear Officer John A. Dent, Jr., also gave a status update regarding Cooper Nuclear Station.

Director Hoyt, First Vice Chair of the Energy Supply Committee, reported that the Energy Supply Committee met Wednesday afternoon, September 7, 2022.

Corporate Technology Applications Manager Christopher J. Pelchat reviewed the Request for Approval of Procurements for Services, Equipment and/or Materials for Items \$500,000 and Above (Enterprise Technology) during the Energy Supply Committee meeting. This Report included Renewal No. 2 to the Agreement for SAP software license and maintenance services for 2023.

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

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

NUCLEAR  
COMMITTEE OF THE  
WHOLE

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

CNS MONTHLY  
UPDATE

ENERGY SUPPLY  
COMMITTEE  
REPORT

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

Whereupon the First Vice Chair declared the motion carried.

Director Hoyt, 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 October 2022; 3) and Water Supply.

ENERGY SUPPLY  
COMMITTEE  
REPORT

Director Williams, Chair of the Customer and Support Services Committee, reported that the Customer and Support Committee met Wednesday afternoon, September 7, 2022.

CUSTOMER AND  
SUPPORT SERVICES  
COMMITTEE

Accounting Manager Joni J. Davis presented financial performance measures for July 2022, as well as the monthly financial report, which indicated that operating revenues from electric sales were \$13.6 million over budget for the month, and \$70.8 million over budget year to date. Firm electric sales were \$5.3 million over budget for the month, and \$20.9 million over budget year to date. Other electric sales were \$8.3 million over budget for the month, and \$49.9 million over budget year to date. Total operating expenses were over budget by \$3.6 million for the month, and \$3.8 million under budget year to date. The balance of the regulatory liability for unearned revenues as of July 31, 2022, was \$286.7 million. This balance represents surplus net revenues to be applied as credits against revenue requirements in future rate periods.

JULY 2022  
FINANCIAL  
STATEMENTS

**It was moved by Director Williams and seconded by Director Kennedy that the July 2022 Financial Statements be accepted, as presented. Votes were cast and recorded as follows:**

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

Whereupon the First Vice Chair declared the motion carried.

During the Customer and Support Services Committee meeting, Vice President and Chief Financial Officer Laura L. Kapustka discussed NPPD's tax exempt revolving credit agreement. The current \$150 million agreement, supported by US Bank National Association and State Street Public Lending Corporation, was set to expire October 13, 2023. The District was notified by State Street Public Lending Corporation of their desire to terminate the agreement early, and NPPD management recommended that the entire \$150 million agreement be extended to US Bank National Association, with an expiration date of September 12, 2025. Director Williams, Chair of the Customer and Support Services Committee, recommended the following resolution:

**RESOLUTION NO. 22-29**

**SUPPLEMENTAL RESOLUTION AUTHORIZING  
A TAX-EXEMPT REVOLVING CREDIT AGREEMENT  
AND RELATED DOCUMENTS**

WHEREAS, Nebraska Public Power District (the “District”) has determined to enter into an Amended and Restated Tax-Exempt Revolving Credit Agreement, which amends and restates that certain Tax-Exempt Revolving Credit Agreement, dated as of June 29, 2017 (said Amended and Restated Tax-Exempt Credit Agreement, the “Credit Agreement”), and a Third Amended and Restated Fee Letter (the “Fee Letter”) with the Lenders parties thereto (the “Lenders”), and U.S. Bank National Association, as Agent (the “Agent”), comprising of a revolving loan facility and a term loan liquidity facility; and

WHEREAS, the Credit Agreement provides that the Lenders will make Revolving Loans (as defined in the Credit Agreement) evidenced by notes (the “Revolving Notes”) to the District from time to time until the Revolving Credit Termination Date (as defined in the Credit Agreement), and if the Revolving Loans are not repaid on or before the Revolving Credit Termination Date, the Lenders will provide liquidity support with respect to such Revolving Loans and, in that regard, will be deemed to have advanced a term loan (the “Term Loan”) on the Term-Out Commencement Date (as defined in the Credit Agreement) payable as provided in the Credit Agreement evidenced by notes (the “Term Notes”); and

WHEREAS, the Credit Agreement, the Fee Letter and the Revolving Notes would constitute Financial Contracts under the District’s General Revenue Bond Resolution, adopted June 4, 1998, as amended and supplemented (the “General Revenue Bond Resolution”) until the Revolving Credit Termination Date and if the Revolving Loans are deemed to have been repaid with the proceeds of a Term Loan on the Term-Out Commencement Date, the Credit Agreement, the Fee Letter and the Term Loan, and the Term Notes evidencing such Term Loan, would constitute Reimbursement Obligations under the General Revenue Bond Resolution; and

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

WHEREAS, the form of the Credit Agreement, the Fee Letter, the Revolving Notes and the Term Notes (collectively, the “Credit Agreement Documents”) have been presented to this meeting.

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

**RESOLUTION  
NO. 22-29  
(ADOPTED): ADOPT  
SUPPLEMENTAL  
RESOLUTION  
AUTHORIZING A  
TAX-EXEMPT  
REVOLVING CREDIT  
AGREEMENT AND  
RELATED  
DOCUMENTS**

**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 CREDIT AGREEMENT DOCUMENTS**

Section 2.01 Authorization. Each of the 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 Vice President & Chief Financial Officer, such authorization and approval to be evidenced conclusively by the execution of the Credit Agreement Documents. The President & Chief Executive Officer and the Vice President & Chief Financial Officer be, and each of them hereby is, authorized on behalf of the District to singly execute and deliver the 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 Credit Agreement Documents and to take such further actions which are necessary or appropriate to consummate the transactions contemplated hereby. Donna K. Starzec and Cristal Menke 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 Credit Agreement Documents.

**ARTICLE III  
DETERMINATIONS UNDER THE BOND RESOLUTION**

Section 3.01 Determination. The authorization, execution and delivery of the Credit Agreement Documents is in the best interest of the District. The Credit Agreement, the Fee Letter and the Revolving Notes are determined to be Financial Contracts until the Revolving Credit Termination Date for the purposes of the General Revenue Bond Resolution. If the Revolving Loans are converted into a Term Loan pursuant to the Credit Agreement, on and after the Term-Out Commencement Date, the Credit Agreement, the Fee Letter and the Term Loan, and the Term Notes evidencing such Term Loan, are determined to be Reimbursement Obligations 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 Credit Agreement Documents (including, without limitation, principal and interest payments with respect to the Revolving Loans and the Term Loan) 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 Credit Agreement Documents (including, without limitation, principal and interest payments with respect to the Revolving Loans and the Term Loan), there is hereby pledged to the payment thereof, and the District hereby places a lien upon, the Pledged Property under the General Revenue Bond Resolution; provided, however, that the obligation to make any payments required to be made by the District pursuant to the Credit Agreement, the Fee Letter and Revolving Notes (including, without limitation, principal and interest payments with respect to the Revolving Loans) until the Revolving Credit Termination Date shall be 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 (as defined in the General Revenue Bond Resolution) and all other obligations of the District payable by the District on a parity with the Bonds from the Debt Service Fund.

(B) On and after the Term-Out Commencement Date, any payments required to be made by the District pursuant to the Credit Agreement, the Fee Letter and the Term Notes (including, without limitation, principal and interest payments with respect to the Term Loan) 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 Bonds and all other obligations of the District payable by the District on a parity with the Bonds from the Debt Service Fund.

Section 3.03 Withdrawals from Primary Account in the Debt Service Reserve Fund. If at any time during the Term-Out Period (as defined in the Credit Agreement) payment of amounts due with respect to the Credit Agreement, the Fee Letter and the Term Notes has not been made in full or provided for, 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 Credit Agreement, the Fee Letter and the Term Notes.

Section 3.04 Withdrawals from Secondary Account in the Debt Service Reserve Fund. If at any time during the Term-Out Period payment of amounts due with respect to the Credit Agreement, the Fee Letter and the Term Notes has not been made in full or provided for, 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 Credit Agreement, the Fee

Letter and the Term Notes.

Section 3.05 Treatment in Event of Default. For purposes of Section 8.03 of the General Revenue Bond Resolution, the amounts payable by the District during the Term-Out Period pursuant to the Credit Agreement, the Fee Letter and the Term Notes shall be determined to be amounts payable as principal of or interest on the Bonds.

**ARTICLE IV  
EFFECTIVE DATE**

Section 4.01 Effective Date. The provisions of this Supplemental Resolution shall take effect immediately.

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

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

Whereupon the First Vice Chair declared Resolution No. 22-29 adopted.

Director Williams, Chair of the Customer and Support Services Committee, reported that the Committee also heard reports on the following matters: 1) Energy Delivery look-ahead for October 2022; 2) Transmission Projects; 3) Report on June 2022, Storm Damage Procurements; and 4) Retail Business Unit performance.

CUSTOMER AND  
SUPPORT SERVICES  
COMMITTEE  
REPORT

Director Freelend, First Vice Chair of the Audit, Risk and Compliance Committee, reported that the Committee met over lunch on Wednesday, September 7, 2022, and reviewed and discussed President and Chief Executive Officer Thomas J. Kent’s performance.

AUDIT, RISK AND  
COMPLIANCE  
COMMITTEE  
REPORT

Director Thompson, Chair of the Board Governance and Strategic Planning Committee, reported that the Committee met Wednesday morning, September 7, 2022, and discussed and developed a preliminary agenda for the October 27-28, 2022, Board Strategic Planning Retreat.

BOARD  
GOVERNANCE AND  
STRATEGIC  
PLANNING  
COMMITTEE  
REPORT

There being no further business to come before the Board, the meeting was duly adjourned at 10:18 a.m.

ADJOURNMENT  
10:18 A.M.

Minutes approved at  
the meeting of  
October 12-13, 2022

\_\_\_\_\_/s/\_\_\_\_\_  
Jerry L. Chlopek, Chair

\_\_\_\_\_/s/\_\_\_\_\_  
Wayne E. Williams, Secretary



**REPORT ON RETIREMENTS AND  
FORMER DISTRICT EMPLOYEE REHIRS  
SEPTEMBER 2022 BOARD MEETING**

**RETIREMENTS**

1. Gary A. Vocasek, Planner/Scheduler – Production, Sheldon Station, Hallam, was employed November 1, 1990, and is retiring as of November 30, 2022.
2. Mark A. Lloyd, Mechanical Technician, Sheldon Station, was employed September 16, 1992, and is retiring as of December 30, 2022.

**REHIRS**

None this month.