

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
NEBRASKA PUBLIC POWER DISTRICT
OCTOBER 26-27, 2023

(Marginal Index for Informational Purposes Only)

A special meeting of the Board of Directors of Nebraska Public Power District was held at the Lied Lodge and Conference Center, Nebraska City, Nebraska, beginning at 10:34 a.m. on Thursday, October 26, 2023. The purpose of the meeting was to discuss business matters related to strategic planning.

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 October 19, 2023:

- (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 Williams called the special meeting to order at 10:34 a.m. on Thursday, October 26, 2023, and directed the roll be called:

Present: David D. Gale, Mary A. Harding, Rusty M. Kemp, Chris R. Langemeier, Ronald J. Mogul, Jr., Derek S. Rusher, Wayne E. Williams

Absent: Jerry L. Chlopek, Sue D. Fuchtman, Edward J. Schrock, Aaron D. Troester

constituting a quorum of the Board of Directors.

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

President and Chief Executive Officer Thomas J. Kent welcomed the group to Nebraska City, and discussed schedule and expectations for the two-day meeting.

LEGAL NOTICE
PUBLISHED PRIOR
TO THE MEETING

ROLL CALL,
10:34 A.M.,
OCTOBER 26, 2023

ANNOUNCEMENT OF
OPEN MEETINGS
ACT COMPLIANCE

REPORT ON SYSTEM
AND SAFETY STATUS

Executive Vice President and Chief Operating Officer Michael J. Spencer provided an update on system and safety status.

Chief Audit and Ethics Officer Donna K. Starzec led a review of NPPD's 11 Strategic Directives and provided data to support progress made towards the goals outlined in each Strategic Directive.

STRATEGIC
DIRECTIVES ANNUAL
REVIEW AND
SUMMARY

A lunch recess was taken from 12:15 to 1:02 p.m.

LUNCH RECESS

Directors Chlopek, Fuchtman, Schrock and Troester arrived at 12:15 p.m., and joined the meeting after lunch. Director Chlopek assumed control of the meeting.

Chief Audit and Ethics Officer Donna K. Starzec led a discussion and summarized results of the initial Board self-evaluation survey, for which the Board and executive staff provided responses and written comments to several questions with regard to the following eight areas of good governance: vision, analysis and judgement, communication, decisiveness, governance, roles and responsibilities, effective meetings, and relationships.

BOARD SELF-
EVALUATION
RESULTS AND
DISCUSSION

A recess was taken from 2:32 to 2:45 p.m.

RECESS

Vice President of Corporate Strategy and Innovation Conrad L. Saltzgaber reviewed statistics related to Board meetings and historical Board actions, and led a discussion on future Board meetings, including schedule/frequency and substance. Following discussion, the Board recommended that for 2024, ten Board meetings be scheduled, including nine regular Board meetings (of which one would be a virtual meeting), and one strategic planning retreat. Formal action to set a meeting schedule for 2024 will be taken at the at the November 2023 Board meeting.

BOARD MEETING
CADENCE AND
THRESHOLDS

This agenda item also included discussion of Board approval levels, those both enforced by state statute and by internal NPPD processes and procedures; as a result of this discussion, NPPD will consider pursuing a change in legislation to raise the dollar limit for sealed bidding, and will pursue incorporating changes to internal policies and processes to increase this dollar threshold for other procurements and capital projects.

A recess was taken from 5:06 to 5:18 p.m.

RECESS

It was moved by Director Fuchtman and seconded by Director Rusher that the Board go into Executive Session at 5:19 p.m. to protect the public interest and discuss competitive and proprietary information, personnel matters, and receive legal advice. Votes were cast and recorded as follows:

**MOTION (CARRIED):
GO INTO EXECUTIVE
SESSION AT
5:19 P.M. TO
PROTECT THE
PUBLIC INTEREST,
DISCUSS
COMPETITIVE AND
PROPRIETARY**

Voting Aye: Chlopek, Fuchtmann, Gale, Harding, Kemp, Langemeier, Mogul, Rusher, Schrock, Troester, Williams
 Voting Nay: None
 Abstaining: None
 Present But Not Voting: None
 Absent: None

**INFORMATION,
PERSONNEL
MATTERS, AND
RECEIVE LEGAL
ADVICE**

Whereupon the Chair declared the motion carried.

Chair Chlopek announced the executive session was ended at 6:02 p.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, personnel matters, and receive legal advice.

EXECUTIVE SESSION
ENDED AT 6:02 P.M.

The meeting was recessed at 6:05 p.m., to reconvene on Friday, October 27, 2023.

MEETING RECESSED
AT 6:05 P.M.

OCTOBER 27, 2023

Chair Chlopek called the regular meeting to order at 7:30 a.m. on Friday, October 27, 2023, and directed the roll to be called:

ROLL CALL, 7:30 A.M.,
OCTOBER 27, 2023

Present: Jerry L. Chlopek, Sue D. Fuchtmann, Mary A. Harding, Rusty M. Kemp, Chris R. Langemeier, Ronald J. Mogul, Jr., Derek S. Rusher, Edward J. Schrock, Aaron D. Troester, Wayne E. Williams

Absent: David D. Gale

constituting a quorum of the Board of Directors.

Chair Chlopek 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
OPEN MEETINGS
ACT COMPLIANCE

President and Chief Executive Officer Thomas J. Kent welcomed the group back to the meeting and provided a brief update on system and safety status.

REPORT ON SYSTEM
AND SAFETY STATUS

It was moved by Director Langemeier and seconded by Director Harding that the Board go into Executive Session at 7:33 a.m. to protect the public interest and discuss competitive and proprietary information, personnel matters, and receive legal advice. Votes were cast and recorded as follows:

**MOTION (CARRIED):
GO INTO EXECUTIVE
SESSION AT
7:33 A.M. TO
PROTECT THE
PUBLIC INTEREST,
DISCUSS
COMPETITIVE AND**

Voting Aye: Chlopek, Fuchtmann, Harding, Kemp,
 Langemeier, Mogul, Rusher, Schrock, Troester,
 Williams

Voting Nay: None

Abstaining: None

Present But Not Voting: None

Absent: Gale

**PROPRIETARY
INFORMATION,
PERSONNEL
MATTERS, AND
RECEIVE LEGAL
ADVICE**

Whereupon the Chair declared the motion carried.

Chair Chlopek announced the executive session was ended at 10:49 a.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, personnel matters, and receive legal advice.

EXECUTIVE SESSION
ENDED AT 10:49 A.M.

A recess was taken from 9:19 to 9:31 a.m., during the executive session.

RECESS

President and Chief Executive Officer Thomas J. Kent facilitated a roundtable discussion and asked about ideas for subjects to be discussed at future Board meeting, and how to improve future retreats. Staff will begin development of the 2024 Work Plan for review and discussion with the Board in early 2024.

ROUNDTABLE
DISCUSSION

There being no further business to come before the Board, the meeting was duly adjourned at 11:07 a.m.

ADJOURNMENT
11:07 A.M.

_____/s/_____
Jerry L. Chlopek, Chair

Minutes approved at
the meeting of
November 8-9, 2023

_____/s/_____
Aaron D. Troester, Secretary