

MINUTES OF REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
NEBRASKA PUBLIC POWER DISTRICT
MAY 8-9, 2024

(Marginal Index for Informational Purposes Only)

A meeting of the Board of Directors of Nebraska Public Power District was held at the Columbus General Office, Columbus, Nebraska, beginning at 1:00 p.m. on Wednesday, May 8, 2024.

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 May 2, 2024:

- (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 Chlopek called the regular meeting to order at 1:00 p.m. on Wednesday, May 8, 2024, and directed the roll be called:

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

Absent: Aaron D. Troester

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 Board room, for anyone wishing to examine those documents.

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

Vice President of Energy Delivery Scott R. Walz discussed an electrical contact safety event which occurred when a mobile substation transformer was being backfed inadvertently while performing testing.

LEGAL NOTICE
PUBLISHED PRIOR
TO THE MEETING

ROLL CALL,
1:00 P.M., MAY 8,
2024

ANNOUNCEMENT OF
POSTING OF OPEN
MEETINGS ACT AND
AGENDA

REPORT ON
SYSTEM AND
SAFETY STATUS

Mr. Walz and also shared information about the April 26 storms and tornado outbreaks, damage incurred by NPPD's system, and mutual aid provided to neighboring utilities.

Vice President of Energy Production Arthur R. Wiese discussed damage to the Unit 1 generator at Gerald Gentleman Station, discovered when staff was trying to bring the plant back online after the Spring 2024 (planned) outage, and a subsequent emergency declaration that the Board would be asked to consider making during the May 9 Board meeting.

The Energy Authority (TEA) President and Chief Executive Officer Joanie Teofilo provided an overview of TEA Solutions. As TEA is restricted from serving entities not state- or municipally-owned, TEA Solutions was created in 2013 by members of TEA to leverage the capabilities of TEA to serve other community-owned utilities, utilizing the same TEA resources and talent to serve both members and non-members. TEA Solutions members are able to benefit from the sharing of margins, and TEA members also benefit by greater utilization of TEA staff/system capacity and receive compensation generated by TEA Solutions, potential for direct income to TEA from trading activity with TEA Solutions clients, and potential for greater market breadth and knowledge because of the expanded client base.

A resolution for NPPD's potential membership in TEA Solutions was on the agenda for Board consideration later in the meeting.

Executive Vice President of External Affairs and General Counsel John C. McClure provided an update on the Spencer Dam and Hydro Facility. The facility was significantly damaged in March 2019 during ice jam flooding, and Mr. McClure discussed the projects necessary to complete decommissioning. Because of the flood, the area was designated a Presidentially declared natural disaster, which allowed for federal assistance for the decommissioning project; NPPD elected to complete decommissioning under the Federal Emergency Management Agency (FEMA) 428 Alternate Procedures Pilot Program, and after NPPD submitted preliminary plans and cost estimates for reconstruction of the dam and hydro facility, NPPD was approved by FEMA for funding not to exceed \$67.1 million. The project, which was submitted for approval to various federal regulatory and local agencies, is anticipated to be complete with final close-out by early 2026.

It was moved by Director Harding and seconded by Director Langemeier that the Board go into Executive Session at 1:56 p.m. to protect the public interest and discuss competitive and proprietary information, contract negotiations, security matters, pending and potential litigation, and receive legal advice. Votes were cast and recorded as follows:

OVERVIEW OF TEA SOLUTIONS

SPENCER HYDRO UPDATE

**MOTION (CARRIED):
GO INTO EXECUTIVE SESSION AT 1:56 P.M. TO PROTECT THE PUBLIC INTEREST, DISCUSS COMPETITIVE AND PROPRIETARY INFORMATION, CONTRACT**

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

**NEGOTIATIONS,
 SECURITY
 MATTERS, PENDING
 AND POTENTIAL
 LITIGATION, AND
 RECEIVE LEGAL
 ADVICE**

Whereupon the Chair declared the motion carried and restated the purpose of the Executive Session: to protect the public interest and discuss competitive and proprietary information, contract negotiations, security matters, pending and potential litigation, and receive legal advice.

Chair Chlopek announced the executive session was ended at 4:46 p.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, contract negotiations, security matters, pending and potential litigation, and receive legal advice.

**EXECUTIVE
 SESSION ENDED AT
 4:46 P.M.**

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

RESOLUTION NO. 24-18

WHEREAS, the electric utility industry has experienced a significant transformation over the past three decades regarding how electricity is bought and sold in wholesale power markets and how electricity is produced and consumed; and

**RESOLUTION
 NO. 24-18
 (ADOPTED):
 AUTHORIZE
 MANAGEMENT TO
 PURSUE
 MEMBERSHIP IN
 TEA SOLUTIONS**

WHEREAS, The Energy Authority (TEA) provides various energy market services which assist its owners and clients with proven analytic resources utilizing highly trained people and sophisticated technology platforms to help effectively manage complex electricity markets and changing generation resources; and

WHEREAS, the District became an owner of TEA in 1999 which is jointly owned by other public power utilities; and

WHEREAS, TEA was created to serve its public power owners and enhances the value to its owners by gaining market and other knowledge through other clients which enhances TEA owners' ability to operate most efficiently and effectively for the benefit of their respective customers; and

WHEREAS, the District utilizes TEA with its multiple, deep resources which operate on a far larger and more specialized scale than the District could cost effectively perform with its own dedicated resources and provides a variety of essential services to support the District's market operations within the Southwest Power Pool and for other purposes relating to NPPD's generation, transmission and distribution operations; and

WHEREAS, TEA Solutions, like TEA, is a separate legal entity formed under the Georgia Nonprofit Corporation Code; and

WHEREAS in 2013, TEA Solutions was established which provides certain energy market and other services to a broader group of clients than those served directly by TEA; and

WHEREAS, current TEA Solutions owners are public power utilities which are also owners of TEA with the exception of the District and one other public power utility; and

WHEREAS, TEA Solutions utilizes TEA employees and technology to provide all services through TEA Solutions and assures all revenues and expenses are properly allocated between the two entities; and

WHEREAS, the services provided by TEA Solutions results in enhanced market and industry knowledge regarding energy markets, generation, transmission and distribution strategies and a number of other insights which enhance value to the public power owners of TEA Solutions and their respective customers.

NOW, THEREFORE, BE IT RESOLVED that Management be authorized to negotiate and finalize terms of ownership with TEA Solutions with an investment of not to exceed \$550,000 when the agreement for such ownership is in a form acceptable to management and legal counsel.

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

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

Whereupon the Chair declared Resolution No. 24-18 adopted.

The meeting was recessed at 4:49 p.m., to reconvene on Thursday, May 9, 2024, at the Columbus General Office.

MEETING
RECESSED AT
4:49 P.M.

MAY 9, 2024

Chair Chlopek called the regular meeting to order at 10:18 a.m. on Thursday, May 9, 2024, and directed the roll to be called:

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

ROLL CALL,
10:18 A.M., MAY 9,
2024

Absent: Aaron D. Troester

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.

Guests at the meeting included Darin Bloomquist, Nebraska Electric G&T; Sadye Taylor, Custer Public Power District; and Bob Beatty, KBR Rural Public Power District.

Insurance and Risk Administrator Douglas Blatchford discussed nuclear property, liability and accidental outage insurance for Cooper Nuclear Station and provided information on Nuclear Electric Insurance Limited (NEIL), European Mutual Association for Nuclear Insurance (EMANI), American Nuclear Insurers (ANI), Price-Anderson Act, and reviewed historical nuclear industry property and accidental outage claims in the US.

Energy Education Lead Jonathan A. Schulte and Careers Outreach Specialist Kimberly K. Liebig provided an overview of NPPD's Energy Education program and outlined their role in educating students about electricity and safety, and in sharing the public power story, in support of the District's strategic directives. Outreach is facilitated in many ways, including participation in career fairs, safety demonstrations, educator workshops, involvement in the Open Robotics Program, and energy education's constant emphases on Science, Technology, Engineering, and Math (STEM).

Sustainable Energy Manager David D. Rich provided the annual review of two strategic directives, BP-SD-09, Energy Efficiency and BP-SD-10, Electrification of the Economy, and highlighted various efforts associated with and achievements reached for each strategic directive.

There were no public comments.

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

- Minutes of April 10-11, 2024, Regular Board Meeting
- August 2024 Regular Board Meeting scheduled for August 7-8, 2024, in Columbus (June 2024 Regular Board Meeting scheduled for June 12-13, 2024: June 12 at Cooper Nuclear Station, June 13 in Auburn; no meeting July 2024)
- Ratification/Confirmation of Signatures of Staff Members
- Marcy 2024 Summary of Disbursements

ANNOUNCEMENT OF POSTING OF OPEN MEETINGS ACT AND AGENDA

GUESTS WELCOMED TO MEETING

REVIEW OF NUCLEAR PROPERTY, LIABILITY AND ACCIDENTAL OUTAGE INSURANCE

ENERGY EDUCATION / ILLUMINATE NEBRASKA OVERVIEW

REPORT ON BP-SD-09, ENERGY EFFICIENCY, AND BP-SD-10, ELECTRIFICATION OF THE ECONOMY

PUBLIC COMMENTS

CONSENT AGENDA

Chair Chlopek 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 Harding and seconded by Director Williams that all items on the consent agenda be approved as listed above. Votes were cast and recorded as follows:

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

Whereupon the Chair declared the motion carried.

President and Chief Executive Officer Thomas J. Kent read an excerpt from NPPD’s “Tools for Nuclear 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.

Retirees Dave Rhodes and Dan Small addressed the Board and each commented on their years at the Doniphan Control Center.

Pricing and Rates Project Lead Amber D. Smeal presented information on proposed revisions to NPPD’s Formula Rate Template and Formula Rate Implementation Protocols with the Southwest Power Pool (SPP) to be effective January 1, 2025, and recommended the following resolution:

RESOLUTION NO. 24-19

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 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 add new and existing Federal Energy Regulatory Commission (FERC) accounts previously not included in said Formula Rate Template to allow for the inclusion of certain costs incurred in the future in connection with providing transmission service and to better reflect current operating conditions; and

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

**EMPLOYEE
COUNTS,
RETIREMENTS AND
REHIRE FOR
MAY 2024**

**RESOLUTION
NO. 24-19
(ADOPTED):
APPROVE REVISED
NPPD FORMULA
RATE TEMPLATE
AND FORMULA
RATE
IMPLEMENTATION
PROTOCOLS UNDER
SPP OPEN ACCESS
TARIFF, FOR
SUBMITTAL TO SPP
AND FILING WITH
FERC**

WHEREAS, the District's Formula Rate Implementation Protocols (Protocols) included in the SPP 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 on January 12, 2023, and submitted to SPP for inclusion in its OATT; and

WHEREAS, the Pricing and Rates Department and management of the District have identified and proposed revisions to said Protocols to make the District directly responsible for submitting the Informational Filing of the Annual Update to the Formula Rate Template to FERC; and

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 Formula Rate Template and Protocols; and

WHEREAS, said revised Formula Rate Template and Protocols are to be submitted to SPP for filing at the FERC, with a requested effective date of January 1, 2025; and

WHEREAS, said Formula Rate Template and Protocols 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 January 1, 2025, 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 Schrock and seconded by Director Mogul that the foregoing resolution be adopted. Votes were cast and recorded as follows:

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

Whereupon the Chair declared Resolution No. 24-19 adopted.

System Planning and Transmission Business
Manager Evan W. Kinney reviewed proposed revisions to NPPD’s
Transmission Standard Extension Policy which, if approved, would become
effective for service provided on and after May 10, 2024, and recommended
the following resolution:

RESOLUTION NO. 24-20

WHEREAS, the management of the District has conducted a
review and analysis of the existing Transmission Standard Extension Policy
and is proposing revisions to reflect current operating conditions and practices
and to assure more effective and efficient administration of the District’s
provision of transmission facilities extension and service; and

WHEREAS, the District’s Transmission Standard Extension
Policy establishes general conditions under which the District will make
extensions to electric facilities and the general guidelines to be followed in
determining a transmission customer’s contribution for extension costs; and

WHEREAS, management of the District has proposed and
presented to and this Board of Directors has reviewed and duly considered
with management the basis for and the rates, terms, conditions and
specifications for facilities and service in said proposed 2024 revised
Transmission Standard Extension Policy; and

WHEREAS, said proposed 2024 revised Transmission
Standard Extension Policy is on file with the Pricing and Rates Department
and the Energy Delivery System Planning and Transmission Business
Department of the District.

NOW, THEREFORE, BE IT RESOLVED that the Board of
Directors finds and declares, pursuant to Sections 70-621 and 70-655 of the
Nebraska Revised Statutes, that said proposed 2024 revised Transmission
Standard Extension Policy referred to herein 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.

**RESOLUTION
NO. 24-20
(ADOPTED):
APPROVE
REVISIONS TO
TRANSMISSION
STANDARD
EXTENSION POLICY**

BE IT FURTHER RESOLVED that said 2024 revised Transmission Standard Extension Policy is hereby fixed, established, approved, and adopted by this Board of Directors to be effective for service provided on and after May 10, 2024; and the existing Transmission Standard Extension Policy adopted December 8, 2022, is rescinded effective May 10, 2024.

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

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

Whereupon the Chair declared Resolution No. 24-20 adopted.

Executive Vice President and Chief Operating Officer Michael J. Spencer previewed a proposed new Generation Security Deposit Policy. After years of surplus generating capacity, NPPD no longer has surplus and needs to add generating resources for capacity and/or energy, which brings significant financial commitment. Management has been working with a group of customers to finalize a new policy to set a deposit amount for potential generation projects, which could be forfeited by the end-use customer if their project is terminated prior to commissioning. Under the new policy, each end-use customer would also be required to execute an individual Generation Security Deposit Agreement. The new Generation Security Deposit Policy is scheduled be brought to the Board for formal consideration in June.

REVIEW OF
PROPOSED NEW
GENERATION
SECURITY DEPOSIT
POLICY

President and Chief Executive Officer Thomas J. Kent provided a look-ahead of upcoming items for the June 2024 Board meeting, and outlined the special schedule for the Board meeting at CNS/in Auburn and the 50th anniversary celebration of Cooper Nuclear Station. Mr. Kent also reminded the Board that no regular meeting was planned for July, and that the September schedule would be adjusted to accommodate the Nebraska Open Golf Tournament.

BOARD AGENDA
LOOK-AHEAD

Executive Vice President of External Affairs and General Counsel John C. McClure discussed several items at both the state and federal level.

GOVERNMENTAL
AFFAIRS
LEGISLATIVE
REPORT

During the time designated for Directors' comments and questions, Director Mogul commended all lineworkers for their extra efforts related to recent storm restoration, including those who were away from home and family while helping other utilities, as well as those who stayed behind and stepped up to cover those who were away. Director Schrock provided an update on the agricultural economy.

DIRECTORS'
COMMENTS AND
QUESTIONS

The Nuclear Committee of the Whole, chaired by Director Williams, met Thursday, May 9, 2024, from 11:55 a.m. to 12:06 p.m., during the Board of Directors meeting.

NUCLEAR
COMMITTEE OF THE
WHOLE

There were no public comments during the Nuclear Committee of the Whole.

PUBLIC COMMENTS

CNS Site Vice President Khalil M. Dia reviewed Contract No. 24-003, Valve Replacements and Refurbishments (CNS). Director Williams, Chair of the Nuclear Committee, recommended the following resolution:

RESOLUTION NO. 24-21

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 24-003, Valve Replacements and Refurbishments, Cooper Nuclear Station, have been duly invited, received, opened, read, and tabulated; and

WHEREAS, management has studied and analyzed the bids received and it was determined that the bids contained significant exceptions and are considered non-responsive; and

WHEREAS, it would be in the best interest of the District to reject the bids and negotiate a contract for the Valve Replacements and Refurbishments pursuant to Neb. Rev. Stat. Section 70-637.

NOW, THEREFORE, BE IT RESOLVED that the bids submitted on Contract No. 24-003 hereby are rejected as being non-responsive to the bid documents, and that the bid security submitted by the bidders as evidence of good faith be returned to the bidders.

BE IT FURTHER RESOLVED that management be and hereby is authorized to negotiate with the bidders who submitted a bid and meet the experience requirements under this Contract for the Valve Replacements and Refurbishments, as contemplated by Contract No. 24-003, in an amount not to exceed \$1,200,000 after review and approval by legal counsel.

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

**RESOLUTION
NO. 24-21
(ADOPTED): REJECT
BIDS AND
NEGOTIATE
CONTRACT
NO. 24-003, VALVE
REPLACEMENTS
AND
REFURBISHMENTS
(CNS)**

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

Whereupon the Chair of the Nuclear Committee declared Resolution No. 24-21 adopted.

CNS Site Vice President Khalil M. Dia reviewed Contract No. 24-009, Maintenance Services on Various Pumps (CNS). Director Williams, Chair of the Nuclear Committee, recommended the following resolution:

RESOLUTION NO. 24-22

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 24-009, Maintenance Services on Various Pumps, Cooper Nuclear Station, have been duly invited, received, opened, read, and tabulated; and

WHEREAS, only one bid was received; and

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

WHEREAS, on the basis of evidence and information received, and after an analysis of the responsibility of the bidder, amounts and terms of the bid, delivery dates, and the needs of the District, this Board has determined and does hereby find that the bid of Outage Solutions LLC, dba Powerhouse Resources, St. Petersburg, Florida, is the lowest and best evaluated bid on Contract No. 24-009.

NOW, THEREFORE, BE IT RESOLVED that, subject to receipt and approval of a performance bond and certificate of insurance as herein provided, the following bid submitted on Contract No. 24-009 be accepted by the District:

Outage Solutions LLC, dba Powerhouse Resources, St. Petersburg, Florida, firm base bid price of \$870,397.50.

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.

**RESOLUTION
NO. 24-22
(ADOPTED): AWARD
CONTRACT
NO. 24-009,
MAINTENANCE
SERVICES ON
VARIOUS PUMPS
(CNS), TO OUTAGE
SOLUTIONS LLC,
DBA POWERHOUSE
RESOURCES, FIRM
BASE BID PRICE OF
\$870,397.50**

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

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

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

Whereupon the Chair of the Nuclear Committee declared Resolution No. 24-22 adopted.

CNS Site Vice President Khalil M. Dia provided a status update regarding Cooper Nuclear Station.

CNS MONTHLY UPDATE

A lunch recess was taken from 12:07 to 12:52 p.m.

LUNCH RECESS

Director Schrock, First Vice Chair of the Energy Supply Committee, reported that the Energy Supply Committee met Thursday morning, May 9, 2024.

ENERGY SUPPLY COMMITTEE

During the Energy Supply Committee meeting, Vice President of Energy Delivery Arthur R. Wiese expanded on the damage to the Unit 1 generator at Gerald Gentleman Station, discussed with the Board May 8. Director Schrock, First Vice Chair of the Energy Supply Committee, requested that the Board declare an emergency to authorize repairs, and recommended the following resolution:

RESOLUTION NO. 24-23

WHEREAS, during start-up from the scheduled Spring maintenance outage at Gerald Gentleman Station Unit 1 (GGS Unit 1), the District discovered damage to the generator stator end winding; and

WHEREAS, a comprehensive inspection was performed which indicates that the generator must be repaired, including the need to rewind the stator, regardless of whether temporary repairs are allowed prior to returning to service; and

WHEREAS, the cost to perform the repair/refurbishment is estimated to be over \$15,000,000; and

RESOLUTION NO. 24-23 (ADOPTED): DECLARE EMERGENCY, AUTHORIZE MANAGEMENT'S ACTIONS TO REPAIR THE UNIT 1 GENERATOR (GGS)

WHEREAS, the District reasonably expects to reimburse itself for all, or a portion of this expenditure, with tax-exempt obligations in the future; and

WHEREAS, there is not sufficient time to comply with Neb. Rev. Stat. Sections 70-637 through 70-641, and obtain said repairs so GGS Unit 1 can be returned to service in a timely manner; and

WHEREAS, Neb. Rev. Stat. Section 70-642 provides that the Board of Directors, in the event of sudden or unexpected damage, injury, or impairment of the District’s plant, works, system, or other property, may declare an emergency and proceed with the necessary improvements, extensions, additions, or other works without complying with the provisions of said Neb. Rev. Stat. Sections 70-637 through 70-641.

NOW, THEREFORE, BE IT RESOLVED that this Board does hereby declare an emergency and authorizes management to enter into and execute a contract or contracts as required to repair the generator when such contract(s) is in a form acceptable to management and legal counsel.

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

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

Whereupon the Chair declared Resolution No. 24-23 adopted.

During the Energy Supply Committee meeting, Vice President of Energy Delivery Arthur R. Wiese discussed an engineer’s certificate for Unit 2 boiler reheat superheater replacement (Sheldon Station). Director Schrock, First Vice Chair of the Energy Supply Committee, recommended the following resolution:

RESOLUTION NO. 24-24

WHEREAS, management has determined that it would be in the best interest of the District to procure materials for the complete replacement of the Unit 2 Reheat Superheater at Sheldon Station; and

WHEREAS, the District has determined, as certified by a competent engineer, that pursuant to Neb. Rev. Stat. Section 70-637 (6), the materials being procured are proprietary to the original equipment manufacturer, making said manufacturer the sole source of the equipment.

**RESOLUTION
NO. 24-24
(ADOPTED):
APPROVE
ENGINEER’S
CERTIFICATE,
UNIT 2 REHEAT
SUPERHEATER
REPLACEMENT
(SHELDON STATION)**

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 are being awarded pursuant to Neb. Rev. Stat. Section 70-637 (6).

BE IT FURTHER RESOLVED that management be and hereby is authorized and instructed to enter into and execute, for and on behalf of the District, after review and approval by legal counsel, a contract with The Babcock & Wilcox Company, for the procurement of a new Reheat Superheater at Sheldon Station in an amount not to exceed \$2,000,000, plus performance bond costs, after first advertising notice pursuant to Nebraska law of its intention to enter into said contract.

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

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

Whereupon the Chair declared Resolution No. 24-24 adopted.

During the Energy Supply Committee meeting, Director of Generation Strategies and Research John H. Swanson made a request for funding of \$135,000 from the Domestic Energy Research and Application Initiative for a geologic hydrogen study. NPPD is looking to engage the services of 1898 & Co. for assistance in evaluating an economic case for geologic hydrogen in Nebraska and Kansas.

It was moved by Director Schrock and seconded by Director Rusher to approve funding of \$135,000 from the Domestic Energy Research and Application Initiative for a geologic hydrogen study. Votes were cast and recorded as follows:

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

Whereupon the Chair declared the motion carried.

**MOTION (CARRIED):
APPROVE
DOMESTIC
RESEARCH AND
APPLICATION
INITIATIVE FUNDING
FOR GEOLOGIC
HYDROGEN STUDY**

Director Schrock, First Vice Chair of the Energy Supply Committee, reported that the Energy Supply Committee also heard reports on the following matters: 1) Energy Supply monthly generation performance; 2) Generation projects; 3) Energy Supply look-ahead for June 2024; 4) Water supply; and 5) Renewable projects.

ENERGY SUPPLY
COMMITTEE
REPORT

Director Langemeier, Chair of the Customer and Support Services Committee, reported that the Customer and Support Services Committee met Thursday morning, May 9, 2024.

CUSTOMER AND
SUPPORT SERVICES
COMMITTEE

Accounting Manager Joni J. Davis presented financial performance measures for March 2024, as well as the monthly financial report, which indicated that operating revenues from electric sales were \$4.5 million under budget for the month, and \$17.5 million under budget year to date. Firm electric sales were \$2.4 million under budget for the month, and \$6.7 million under budget year to date. Other electric sales were \$2.1 million under budget for the month, and \$10.8 million under budget year to date. Total operating expenses were under budget by \$5.4 million for the month, and \$19.0 million under budget year to date. The balance of the regulatory liability for unearned revenues as of March 31, 2024, was \$244.2 million. This balance represents surplus net revenues to be applied as credits against revenue requirements in future rate periods.

MARCH 2024
FINANCIAL
STATEMENTS

It was moved by Director Langemeier and seconded by Director Fuchtmann to accept the March 2024 Financial Statements, as presented. Votes were cast and recorded as follows:

**MOTION (CARRIED):
ACCEPT MARCH
2024 FINANCIAL
STATEMENTS**

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

Whereupon the Chair declared the motion carried.

During the Customer and Support Services Committee meeting, Vice President of Energy Delivery Scott R. Walz discussed Contract No. 24-005, Olive Creek 345 kV Substation Construction. Director Langemeier, Chair of the Customer and Support Services Committee, recommended the following resolution:

RESOLUTION NO. 24-25

WHEREAS, pursuant to and in accordance with law, bids on Contract No. 24-005, Substation Construction – Olive Creek 345 kV Substation, have been duly invited, received, opened, read, and tabulated; and

**RESOLUTION
NO. 24-25
(ADOPTED): AWARD
CONTRACT
NO. 24-005, OLIVE
CREEK 345 kV
SUBSTATION
CONSTRUCTION, TO
INTERSTATE**

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 Interstate Electrical Contractors, Inc., Arvada, Colorado, is the lowest and best evaluated bid on Contract No. 24-005.

NOW, THEREFORE, BE IT RESOLVED that, subject to receipt and approval of a performance bond and certificate of insurance as herein provided, the following bid submitted on Contract No. 24-005 be accepted by the District:

Interstate Electrical Contractors, Inc., Arvada,
Colorado, estimated base bid price of
\$4,401,186.72.

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

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

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

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

Whereupon the Chair declared Resolution No. 24-25 adopted.

**ELECTRICAL
CONTRACTORS,
INC., ESTIMATED
BASE BID PRICE OF
\$4,401,186.72**

Director Langemeier, Chair of the Customer and Support Services Committee, reported that the Customer and Support Services Committee also heard reports on the following matters: 1) Taxable Revolving Credit Agreement; 2) 2023 CNS Decommissioning Trust Fund performance; 3) First Quarter 2024 NPPD Investments and Financial Markets; 4) Transmission projects; 5) Generation projects; 6) Energy Delivery look-ahead for June 2024; 7) Retail Business Unit performance; and 8) 2023 Retirement Trust Fund Committee Annual Report.

CUSTOMER AND
SUPPORT SERVICE
COMMITTEE
REPORT

Director Chlopek, Chair of the Audit, Risk and Compliance Committee, reported that the Audit, Risk and Compliance Committee met Thursday morning, May 9, 2024. The Committee recommended retaining PricewaterhouseCoopers for the 2024 audit, and to issuing a Request for Proposal (RFP) for the 2025 audit. The Committee reviewed Board Governance Process Policy BP-GP-10, External Auditor Relationship, with no changes proposed. The Committee also received a status update on Internal Audit Services activities.

AUDIT, RISK AND
COMPLIANCE
COMMITTEE
REPORT

Director Williams, Chair of the Board Governance and Strategic Planning Committee, reported that the Board Governance and Strategic Planning Committee Wednesday, May 8, 2024, 2024.

BOARD
GOVERNANCE AND
STRATEGIC
PLANNING
COMMITTEE

It was moved by Director Williams and seconded by Director Harding to approve revisions to the Corporate Financial Management (FM) Policy, as presented. Votes were cast and recorded as follows:

**MOTION (CARRIED):
APPROVE
REVISIONS TO
CORPORATE FM
POLICY**

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

Whereupon the Chair declared the motion carried.

It was moved by Director Williams and seconded by Director Mogul to approve revisions to the Corporate Procurement (PRO) Policy, with changes to be effective July 19, 2024, as presented. Votes were cast and recorded as follows:

**MOTION (CARRIED):
APPROVE
REVISIONS TO
CORPORATE PRO
POLICY EFFECTIVE
7-19-24**

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

Whereupon the Chair declared the motion carried.

Director Williams, Chair of the Board Governance and Strategic Planning Committee, reported that the Committee also addressed the following agenda items: 1) Board self-evaluation process kickoff for 2024; 2) Continued discussion of delegation of certain functions to the President and Chief Executive Officer; 3) Initial review of Board committees, structures, and responsibilities; and 4) Annual review of five Board Governance Process Policies: a) BP-GP-01, The Board’s Role and Responsibilities; b) BP-GP-02, Board Job Description; c) BP-GP-03, Board Agenda Planning; d) BP-GP-04, Election and Role of the Board Officers; and e) BP-GP-05, Board Member Behavior.

There being no further business to come before the Board, the meeting was duly adjourned at 2:27 p.m.

ADJOURNMENT
2:27 P.M.

_____/s/_____
Jerry L. Chlopek, Chair

Minutes approved at
the meeting of
June 12-13, 2024

_____/s/_____
Aaron D. Troester, Secretary

**REPORT ON RETIREMENTS AND
FORMER DISTRICT EMPLOYEE REHIRS
APRIL 2024 BOARD MEETING**

RETIREMENTS

1. James R. Fehr, Resource Planning and Risk Manager, General Office, Columbus, was employed June 1, 1982, and is retiring as of May 31, 2024.
2. Sidney S. Penner, Mechanical Technician, Sheldon Station, was employed January 16, 1990, and is retiring as of May 31, 2024.
3. David L. Rhodes, Senior Systems Analyst, Control Center, Doniphan, was employed May 1, 1984, and is retiring as of May 31, 2024.
4. Daniel E. Small, Senior Systems Analyst, Control Center, Doniphan, was employed September 3, 1991, and is retiring as of May 31, 2024.
5. Christopher M. Hamann, Journey Substation Technician, Cooper Nuclear Station, Brownville, was employed October 16, 1997, and is retiring as of June 5, 2024.
6. Paul E. Spencer, Hydro Operator Supervisor, Spencer Hydro, was employed July 1, 1996, and is retiring as of June 30, 2024.
7. Warren F. Schwindt, Nuclear Instructor II, Cooper Nuclear Station, Brownville, was employed June 17, 1985, and is retiring as of July 22, 2024.
8. Rick L. Jackson, Planner/Scheduler – Production, North Platte, was employed July 23, 1979, and is retiring as of July 23, 2024.
9. Douglas J. Bauer, Local Manager, Bloomfield, was employed October 1, 1980, and is retiring as of July 31, 2024.
10. Doug A. Jones, Safety Coordinator, Cooper Nuclear Station, Brownville, was employed November 1, 1979, and is retiring as of July 31, 2024.

REHIRS

None this month.