

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
NEBRASKA PUBLIC POWER DISTRICT
OCTOBER 9-10, 2024

(Marginal Index for Informational Purposes Only)

A special meeting of the Board of Directors of Nebraska Public Power District was held at the Younes Conference Center North, Kearney, Nebraska, beginning at 10:00 a.m. on Wednesday, October 9, 2024. The main 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 3, 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 special meeting to order at 10:00 a.m. on Wednesday, October 9, 2024, and directed the roll be called:

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

Absent: Edward J. Schrock

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 in conference room for anyone wishing to examine those documents.

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

LEGAL NOTICE
PUBLISHED PRIOR
TO THE MEETING

ROLL CALL,
10:00 A.M.,
OCTOBER 9, 2024

ANNOUNCEMENT OF
OPEN MEETINGS
ACT COMPLIANCE

REPORT ON SYSTEM
AND SAFETY STATUS

Several members of the executive staff provided updates from their respective areas of the company during the report on system and safety status. Vice President of Energy Delivery Scott R. Walz also discussed the team of employees sent to Georgia to assist with the aftermath of Hurricane Helene. President and Chief Executive Officer Thomas J. Kent read an excerpt from NPPD’s “Tools for Nuclear Excellence” pocket guide.

Chief Audit and Ethics Officer Donna K. Starzec summarized results of the second annual board self-evaluation survey and led additional discussion. The survey included board and executive staff input regarding the following eight areas: vision, analysis and judgment, communication, decisiveness, governance, roles and responsibilities, effective meetings, and relationships.

Vice President of Corporate Strategy and Transformation Conrad L. Saltzgaber led a discussion regarding board meeting dates for 2025. A tentative schedule was agreed upon by the group, which will be presented to the board for formal approval in November 2024.

A lunch recess was taken from 11:54 a.m. to 12:45 p.m.

Vice President of Corporate Strategy and Transformation Conrad L. Saltzgaber facilitated a discussion of NPPD’s board committees and presented a proposed new structure. After discussion, a tentative board committee structure was agreed upon, which will again be reviewed during the November Board meeting. Plans are to present a final recommendation to the Board for action in December, to take effect in January 2025.

A recess was taken from 1:42 to 1:55 p.m.

Vice President of Corporate Strategy and Transformation Conrad L. Saltzgaber discussed the Board’s delegation of certain responsibilities to the president and chief executive officer. Mr. Saltzgaber discussed relevant statutes, past NPPD board actions, NPPD by-laws, and board policies. The goal is to consolidate documentation and rescind past board actions no longer applicable, to update and clarify delegation of certain authority to the president and chief executive officer. A proposed recommendation encompassing all changes will be reviewed at the November Board meeting, with formal action by the Board planned for December 2024, to take effect in January 2025.

Chief Audit and Ethics Officer Donna K. Starzec led a review of NPPD’s 11 Strategic Directives and provided examples of updates provided to the NPPD Board over the past year on each Strategic Directive. No changes to the Strategic Directives were recommended at this time.

A recess was taken from 3:17 to 3:28 p.m.

BOARD SELF-EVALUATION RESULTS AND DISCUSSION

2025 BOARD MEETING SCHEDULE

LUNCH RECESS

NPPD BOARD COMMITTEES

RECESS

DELEGATION OF AUTHORITY TO THE CHIEF EXECUTIVE OFFICER

STRATEGIC DIRECTIVES ANNUAL REVIEW AND SUMMARY

RECESS

Executive Vice President and Chief Financial Officer Laura L. Kapustka reviewed the limit for production debt which may be issued beyond the termination of the current wholesale power contract (WPC) as provided for in the current corporate financial management policy, and discussed potential revisions to that debt limit. Ms. Kapustka also discussed total debt service levels in scenarios with differing financing terms and wholesale power contract terms.

REVIEW OF
POTENTIAL DEBT
LIMITS BEYOND THE
WPC AND DEBT
SERVICE
SCENARIOS
(CORPORATE
FINANCIAL
MANAGEMENT
POLICY)

A recess was taken from 4:07 to 4:20 p.m.

RECESS

Global Sustainability Developers, LLC, Chief Executive Officer Julie Bushell addressed the Board and provided an update on the agricultural economy in Nebraska and reviewed economic development projects in process, as part of the Governor’s bioeconomy agenda.

General Manager of Retail Services Patrick M. Hanrahan discussed the need for an increase in retail rates in 2025, which would be the first general rate increase in 11 years. Mr. Hanrahan provided the Board with talking points on the proposed rate increase, to aid in communication with customers. Action on 2025 retail rates will be brought forward to the board for consideration in November.

ROUNDTABLE

It was moved by Director Harding and seconded by Director Rusher that the Board go into executive session at 5:33 p.m. to protect the public interest and discuss personnel matters and receive legal advice. Votes were cast and recorded as follows:

**MOTION (CARRIED):
GO INTO EXECUTIVE
SESSION AT
5:33 P.M. TO
PROTECT THE
PUBLIC INTEREST,
DISCUSS
PERSONNEL
MATTERS AND
RECEIVE LEGAL
ADVICE**

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

Whereupon the Chair declared the motion carried.

Chair Chlopek announced the executive session was ended at 5:51 p.m., during which nothing was discussed beyond the items declared: personnel matters and receive legal advice.

EXECUTIVE SESSION
ENDED AT 5:51 P.M.

The meeting was recessed at 5:52 p.m., to reconvene on Thursday, October 10, 2024.

MEETING RECESSED
AT 5:52 P.M.

OCTOBER 10, 2024

Chair Chlopek called the regular meeting to order at 7:33 a.m. on Thursday, October 10, 2024, and directed the roll to be called:

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

Absent: None

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.

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.

Executive Vice President and Chief Financial Officer Laura L. Kapustka provided an overview of NPPD’s enterprise risk management (ERM) program. Director of Corporate Strategy and Performance Heather D. Macholan provided an introduction to NPPD’s strategic planning process and development of the yearly strategic plan.

It was moved by Director Harding and seconded by Director Williams that the Board go into Executive Session at 8:17 a.m. to protect the public interest and discuss competitive and proprietary information, contract negotiations, personnel matters, and receive legal advice. Votes were cast and recorded as follows:

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

Whereupon the Chair declared the motion carried.

Chair Chlopek announced the executive session was ended at 10:56 a.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, contract negotiations, personnel matters, and receive legal advice.

There were no public comments.

ROLL CALL, 7:33 A.M.,
OCTOBER 10, 2024

ANNOUNCEMENT OF
OPEN MEETINGS
ACT COMPLIANCE

REPORT ON SYSTEM
AND SAFETY STATUS

ERM AND STRATEGY

**MOTION (CARRIED):
GO INTO EXECUTIVE
SESSION AT
8:17 A.M. TO
PROTECT THE
PUBLIC INTEREST,
DISCUSS
COMPETITIVE AND
PROPRIETARY
INFORMATION,
CONTRACT
NEGOTIATIONS,
PERSONNEL
MATTERS, AND
RECEIVE LEGAL
ADVICE**

EXECUTIVE SESSION
ENDED AT 10:56 A.M.

PUBLIC COMMENTS

Financial Planning and Analysis Manager Crystal A. Harper presented a summary of the preliminary 2025 revenue and expense, and capital budgets. Ms. Harper discussed key components of the preliminary 2025 revenue and expense budget, revenue and expense trending, key components of the 2025 capital budget, and the impact on 2025 rates and metrics. The proposed 2025 budget reflects no overall change in wholesale base rates and a one-year production cost adjustment returning \$53.0 million to wholesale customers. Additionally, the proposed 2025 budget reflects a 2% increase in retail base rates. Board consideration of the 2025 budgets will take place at the November 2024 meeting.

PRELIMINARY 2025
REVENUE AND
EXPENSE, AND
CAPITAL BUDGETS

It was moved by Director Fuchtman and seconded by Director Harding that the Board go into Executive Session at 11:59 a.m. to protect the public interest and discuss competitive and proprietary information, contract negotiations, personnel matters, and receive legal advice. Votes were cast and recorded as follows:

**MOTION (CARRIED):
GO INTO EXECUTIVE
SESSION AT
11:59 A.M. TO
PROTECT THE
PUBLIC INTEREST,
DISCUSS
COMPETITIVE AND
PROPRIETARY
INFORMATION,
CONTRACT
NEGOTIATIONS,
PERSONNEL
MATTERS, AND
RECEIVE LEGAL
ADVICE**

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

Whereupon the Chair declared the motion carried.

RECESS

Immediately following the vote to go into executive session, a recess was taken from 11:59 a.m. to 12:12 p.m.

Chair Chlopek announced the executive session was ended at 1:08 p.m., during which nothing was discussed beyond the items declared: competitive and proprietary information, contract negotiations, personnel matters, and receive legal advice.

EXECUTIVE SESSION
ENDED AT 1:08 P.M.

There being no further business to come before the Board, the meeting was duly adjourned at 1:10 p.m.

ADJOURNMENT
1:10 P.M.

/s/
Jerry L. Chlopek, Chair

Minutes approved at
the meeting of
November 13-14, 2024

/s/
Aaron D. Troester, Secretary