



Bogner/Focht

**RESOLUTION NO. 6567**

**WHEREAS**, on February 1, 2009 the District's Board of Directors adopted Charters for the Board's standing committees, and

**WHEREAS**, under the Charters, each Committee conducts an annual evaluation, which includes review of the Charters and recommendations for any revisions, and

**WHEREAS**, the Committee Charters for all of the Standing Committees have been revised and it is recommended that the Board of Directors approve the revised Charters attached hereto as Exhibit A through Exhibit D, and

**WHEREAS**, the proposed change of name of the Public Information Committee in the Committee Charter necessitates an update to the District Bylaws and Board Policies, reflecting that committee's name change to the Customer and Public Engagement Committee, and it is recommended that the Board of Directors approve the revised District Bylaws and Board Policies attached hereto as Exhibit E and Exhibit F.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Omaha Public Power District that the revisions to the District's Standing Committee Charters and updates to the District's Bylaws and Board Policies as set forth on Exhibit A through Exhibit F attached hereto, be and hereby are approved, and effective as of May 18, 2023.

**Omaha Public Power District  
Governance Committee Charter  
As of ~~March 14, 2019~~ May 18, 2023**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Governance Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of four members: (i) the current Board Chair, (ii) the preceding Board Chair, (iii) the current Vice Chair, and (iv) the Chair of the Finance Committee. The Chair of the Governance Committee will be the preceding Chair of the Board of Directors.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
4. The Committee shall meet ~~monthly~~ at a designated date and time, prior to the ~~monthly~~ monthly-regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
5. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
6. The Committee Chair, or ~~his or her~~ their designee, shall report to the full Board on Committee matters at the ~~monthly~~ monthly-regularly scheduled Committee meetings.
7. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.
8. ~~An assistant secretary of the Company or their designee~~ The Company’s Corporate Secretary shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.

9. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.

9.10. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting, and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all Company records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

### **Duties and Responsibilities**

1. The Committee shall review composition and organization of the Board, including standing committee assignments, in accordance with the Bylaws and Board Governance Policies.

2. The Committee shall review and recommend any proposed amendments to the Company's Petition for Creation and Bylaws for appropriate action by the Board.

3. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:

- SD-1 - Strategic Foundation
- SD-8 - Employee Relations
- SD-10 - Ethics
- SD-12 - Information Management and Security
- SD-15 - Enterprise Risk Management (*with quarterly updates*)
- BL-1 - Board-President and Chief Executive Officer Relationship
- BL-1A - Board-OPPD Officer Relationship
- BL-2 - Board-Outside General Counsel Relationship
- BL-3 - Board-~~Internal Auditor~~Corporate Audit Relationship
- BL-4 - Board-Corporate Secretary Relationship
- BL-5 - Unity of Control
- BL-6 - President and Chief Executive Officer's Performance Evaluation
- BL-7 - Delegation to the President and Chief Executive Officer
- GP-1 - Purpose of the Board
- GP-2 - Governance Focus
- GP-3 - Board Job Description
- GP-4 - Agenda Planning
- GP-5 - Election of Board Officers
- GP-6 - Role of the Board Officers
- GP-7 - Guidelines for Board Member Behavior
- GP-8 - Board Committee Principles

- GP-9 - Board Committee Chairs
- GP-10 - Board Training, Orientation
- GP-11 - Board Review of Internal Records
- GP-12 - Board Compensation and Benefits
- GP-14 - Board Expense Reimbursement

4. The Committee shall assist the Board in reviewing the Company's Strategic Plan, ensuring alignment with the goals of the Strategic Directives set forth in the Board Policies.
5. The Committee shall be responsible for reviewing executive management development and succession planning and making recommendations to the Board regarding such plan.
6. The Committee shall review the Company's compensation policies and benefit programs and how they relate to the attainment of goals. The Committee shall recommend to the Board the compensation philosophy and guidelines for corporate officers.
7. The Committee shall be responsible for reviewing the evaluation of corporate officer performance, as provided by the CEO, and any compensation recommended by the CEO based on the performance evaluation.
8. The Committee shall review and make recommendations to the Board concerning any contracts or other transactions with current or former executive officers of the Company, including consulting agreements, employment contracts and severance or termination agreements.
9. The Committee shall review management's recommendations on health, retirement, and other related employee benefit programs, such as supplemental retirement savings plans, 457 and 401(k), provisions and participation levels.
10. The Committee shall review and recommend for approval by the Board any additional employee benefit plans and any amendments to employee benefit plans, including those currently in effect and those that may be added in the future, except:
  - a. amendments that do not alter the purpose of the plan;
  - b. amendments that are required by applicable tax law;
  - c. amendments that do not change the participants eligible to participate in the plan nor the intended benefits of the plan;
  - d. amendments to correct obvious errors such as typographical or grammatical errors;
  - e. amendments required by changes in legal requirements applicable to the plan; and

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f. amendments necessary to clarify the meaning of one or more provisions of the plan.

11. The Committee shall have oversight responsibility regarding conflicts of interest. The Committee shall have authority to consider requests for waivers for the Chief Executive Officer (“CEO”) of the Company’s Employee Code of Ethics and Business Conduct.

~~12. The Committee shall review and monitor the Company’s diversity and inclusion programs and progress.~~

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~~13.~~12. The Committee shall review labor management issues and collective bargaining contract issues prior to any contract renewals.

~~14.~~13. The Committee shall review the nature and adequacy of information supplied to directors regarding Company activities, industry trends, and public policy developments.

~~15.~~14. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

#### **Committee Evaluations**

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.

2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*

**Omaha Public Power District  
Finance Committee Charter  
As of ~~March 14, 2019~~ May 18, 2023**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its Finance Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of at least three Directors of the Board, including the Treasurer of the Board of Directors, who will be the Committee Chair. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair ~~generally~~ should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet ~~monthly~~ at a designated date and time, prior to the ~~monthly~~ regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or ~~his or her~~ their designee, shall report to the full Board on Committee matters at the ~~monthly~~ regularly scheduled Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.

9. ~~The Company's Corporate Secretary~~An assistant secretary of the Company or their designee shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.
10. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.
11. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

### **Duties and Responsibilities**

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
  - SD-2 - Rates
  - SD-3 - Access to Credit Markets
  - SD-14 - Retirement Plan Funding (*with quarterly updates*)
  - BL-11 - Delegation to the President and Chief Executive Officer – Settlement of Claims and Litigation
  - BL-13 - Delegation to the President and Chief Executive Officer – Grants
  - BL-15 - Delegation to the President and Chief Executive Officer – Funding and Investments
  - GP-13 - External Auditor Relationship
2. The Committee shall assist the ~~Public Information~~Customer and Public Engagement Committee and System Management and Nuclear Oversight Committee with the annual review of Board Policy SD-9: Resource Planning.
3. The Committee shall review and recommend proposed rate structure adjustments to the Board and ensure that there is appropriate consideration of public input.
4. The Committee is responsible for the review and oversight of the governance, performance, and funding of the Retirement Plan and Other Post Employment Benefit (OPEB) Plans.
5. The Committee shall assist the Board and collaborate with management in procuring and evaluating services provided for Rate Consulting and the Consulting Engineering services, relevant to the duties of the Finance Committee.

6. The Committee shall assist the Board in reviewing the Corporate Operating Plan and the financial results of the Company.
7. The Committee will review the Audit Subcommittee reports, including Internal and External Auditor Reports, relevant to the duties of the Finance Committee.
8. The Committee shall review the District's performance in the Southwest Power Pool Integrated Market.
9. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

### **Committee Evaluations**

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*



**Omaha Public Power District**  
**~~Public Information~~ Customer and Public Engagement Committee Charter**  
**As of ~~March 14, 2019~~ May 18, 2023**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its ~~Public Information~~ Customer and Public Engagement Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of at least three directors. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of any relationships that would interfere with their exercise of independent judgment.
3. The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair ~~generally~~ should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet ~~monthly~~ at a designated date and time, prior to the ~~monthly~~ regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or ~~his or her~~ their designee, shall report to the full Board on Committee matters at the ~~monthly~~ regularly scheduled Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.

9. ~~An assistant secretary of the Company or their designee~~~~The Company's Corporate Secretary~~ shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.
10. The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.
11. The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

### **Duties and Responsibilities**

1. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
  - SD-5 - Customer Satisfaction
  - SD-11 - Economic Development
  - SD-13 - Stakeholder Outreach and Engagement
  - BL-9 - Delegation to the President and Chief Executive Officer – Local, State and Federal Legislation and Regulation
  - BL-14 - Delegation to the President and Chief Executive Officer – Customer Products, Services and Programs
2. The Committee shall review the nature and adequacy of information supplied to the public regarding company activities, public policy developments, public safety, and products and services, when necessary.
3. The Committee shall monitor the Company's corporate image strategy, community involvement and engagement, communication initiatives, and periodic customer-owner trend updates.
4. The Committee shall review positions proposed by Management on all federal, state, and local legislation that may impact the Company.
5. The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

### **Committee Evaluations**

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.
2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*

**Omaha Public Power District**  
**System Management and Nuclear Oversight Committee Charter**  
**As of ~~March 14, 2019~~ May 18, 2023**

The Board of Directors of the Omaha Public Power District (the “Company”) has adopted this charter for its System Management and Nuclear Oversight Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s Bylaws and comply with the Board Governance Policies pertaining to the Committee.

**Committee Structure and Operations**

1. The Committee shall be a standing committee of the Board of Directors and will consist of at least three directors. The Committee will be appointed in accordance with the Bylaws, Board Policy GP-6: Role of the Board Officers, and the recommendations of the Governance Committee.
2. All members of the Committee shall be free of relationships that would interfere with their exercise of independent judgment.
3. The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, the Chair ~~generally~~ should have served at least one year on the Committee prior to becoming Chair.
4. If a member of the Committee is removed for any reason, the Board must, at all times, assure the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.
5. The Committee shall meet ~~monthly~~ at a designated date and time, prior to the ~~monthly~~ monthly-regularly scheduled Board Meeting. The Committee may hold additional meetings at the direction of the Committee Chair or at the request of any Committee member.
6. The Committee Chair shall approve the agenda for the meetings and any Board member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.
7. The Committee Chair, or ~~his or her~~ their designee, shall report to the full Board on Committee matters at the ~~monthly~~ monthly-regularly scheduled Committee meetings.
8. The Committee may, at the discretion of the Committee Chair, invite members of management, and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee meetings.

9. ~~An assistant secretary of the Company or their designee~~~~The Company's Corporate Secretary~~ shall maintain minutes for the public Committee Meetings and other records of meetings and activities of the Committee.

~~9.10.~~ The Committee may delegate specific responsibilities to a subcommittee of one or more of its members provided that the subcommittee shall keep the full Committee informed of its activities.

~~10.11.~~ The Committee has the authority to initiate and supervise investigations into any matters within the scope of its authority and responsibilities. The Committee is authorized to utilize the services of legal, accounting and other advisors as it deems necessary in the fulfillment of its duties. The Committee and its designees shall have access to all of the Company's records, property, and employees in order to ask questions and receive all information necessary to perform its duties; however, the Committee shall not give direction to persons who report directly or indirectly to the CEO.

**Duties and Responsibilities**

1. The Committee shall monitor the safe, reliable and cost-effective operation and construction of all generation, transmission, and distribution facilities owned and operated by the Company.
2. The Committee is responsible for the review and monitoring of the following Board Policies, on an annual basis, to ensure compliance:
  - SD-4 - Reliability
  - SD-6 - Safety
  - SD-7 - Environmental Stewardship
  - SD-9 - ~~Resource Planning~~Integrated System Planning
  - BL-8 - Delegation to the President and Chief Executive Officer – Procurement
  - BL-10 - Delegation to the President and Chief Executive Officer – Real and Personal Property
  - BL-12 - Delegation to the President and Chief Executive Officer – Transmission, Wholesale Electricity, Fuel and Other Energy Transactions
  - GP-15 - Nuclear Oversight
3. The Committee shall periodically visit the Company's generation, transmission, and distribution facilities.
4. The Committee shall review regulatory and public policy strategies and practices of the generation and delivery of energy and its relationship with regulators, public officials, consumers, and other stakeholders, as well as any compliance issues related to same.

~~5. The Committee shall have the responsibility to monitor the implementation of Corporate Environmental policy including progress towards meeting the Company's environmental goals.~~

~~6. The Committee shall review and provide input on the annual report on the Company's demand-side management and energy efficiency programs and initiatives.~~

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### **Duties and Responsibilities – Nuclear Decommissioning Oversight**

~~7.5.~~ The Committee shall monitor spent fuel operations and decommissioning of Fort Calhoun Nuclear Station (FCS).

~~8.6.~~ The Committee shall receive prompt notification of any significant incidents or events that occur regarding FCS.

~~9.7.~~ The Committee shall review summary inspection/evaluation reports by internal and external nuclear oversight groups such as:

- Nuclear Regulatory Commission (NRC)
- Decommissioning Oversight Committee (DOC)
- Quality Assurance (QA)

~~10.8.~~ The Committee, or members of the Committee, shall meet periodically with oversight groups such as the NRC, DOC and QA.

~~11.9.~~ The Committee shall review FCS decommissioning summary reports that include key performance indicators.

~~12. The Committee shall periodically visit site operations of the FCS.~~

~~13.10.~~ The Committee shall review the company's decommissioning expenditures to ensure cost effectiveness is being considered in decision making.

~~14.11.~~ The Committee shall make recommendations regarding the above matters to the full Board and executive management to achieve compliance with the Board Policies.

### **Committee Evaluations**

1. The Committee shall conduct an annual evaluation of its performance and shall submit an annual report to the Board regarding the evaluation, confirming that all responsibilities described in this Charter have been fulfilled.

2. The Committee shall review this Charter at least annually and recommend any appropriate changes to the Board for approval.

*While the members of this Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or State of Nebraska law.*

**OMAHA PUBLIC POWER DISTRICT**

**BYLAWS**

*With all Amendments to ~~December 9, 2020~~ May 18, 2023*

**ARTICLE I – THE BOARD OF DIRECTORS**

**SECTION 1. POWERS.** The corporate powers of the District shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon the District's customers the benefits of a successful and profitable operation and conduct of its business.

**SECTION 2. BOARD OFFICERS.** The Chair of the Board, the Vice Chair of the Board, the Secretary and the Treasurer of the District shall be elected by the Board, from among its members, at its regular January meeting. Such officers shall serve for a term of one year and until the election of their successors, and may be removed from office during such term only by the affirmative vote of not less than five Directors at a regular meeting of the Board or a special meeting called for that purpose.

**SECTION 3. DUTIES OF BOARD OFFICERS.** The Chair of the Board shall be the presiding officer of the Board and shall be the spokesperson of the Board in public announcements pertaining to its conduct of the District's affairs. In the event of the disability or absence of the Chair of the Board, his or her duties shall devolve upon the Vice Chair of the Board. The Secretary and the Treasurer may perform any of the customary duties of such offices.

**ARTICLE II – OTHER OFFICERS**

**SECTION 1. APPOINTMENT.** The other officers of the District shall be a President and such assistants thereto and to the Secretary and the Treasurer as the Board shall deem necessary in handling the affairs and transacting the business of the District. Such officers shall be appointed by the Board and shall serve at its pleasure.

**SECTION 2. DUTIES.**

- (a) **THE PRESIDENT AND ASSISTANTS.** The President shall be the Chief Executive Officer of the District and, subject to the control of the Board of Directors, shall manage, conduct and administer the affairs of the District in an efficient and economical manner. The Vice Presidents shall carry out such duties as may be delegated to them by the President. In addition, one shall act in the stead of the President during the absence or disability of the latter.
- (b) **ASSISTANT SECRETARIES.** An Assistant Secretary, or his or her designee, shall record and keep the minutes and be the official custodian of the records of the acts and proceedings of the Board, as well as all documents pertaining thereto.



Assistant Secretaries shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. In addition, one shall act in the stead of the Secretary during the absence or disability of the latter.

- (c) **ASSISTANT TREASURERS.** An Assistant Treasurer shall keep accounts of all monies received and disbursed by the District, and shall deposit all monies in such depositories as the Board may designate. Assistant Treasurers shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. All checks for the payment of money shall be signed by the Treasurer or an Assistant Treasurer. Assistant Treasurers shall also perform such other duties as may be assigned to them by the Treasurer. In addition, one shall act in the stead of the Treasurer during the absence or disability of the latter.

### **ARTICLE III – COMMITTEES**

**SECTION 1. STANDING COMMITTEES.** The following standing committees are hereby established, each to consist of two or more members of the Board appointed by the Chair of the Board, with the concurrence of the Board:

- (a) Governance
- (b) Finance
- (c) ~~Public Information~~ Customer and Public Engagement
- (d) System Management and Nuclear Oversight

**SECTION 2. SPECIAL COMMITTEES.** In addition to the foregoing standing committees, the Chair of the Board may, with the concurrence of the Board, from time to time appoint such special committees as may be deemed appropriate to investigate, report on and make recommendations regarding any aspect of the operation and conduct of the District's business.

**SECTION 3. DUTIES AND POWERS.** These committees shall constitute fact-finding agencies whose duty it is to investigate questions within the natural scope of the function indicated by their titles, and report the facts, together with their recommendations to the Board for action. No committee shall have the power to act on matters requiring Board approval without advance specific authorization from the Board.

**SECTION 4. REFERENCE TO COMMITTEES.** Except as otherwise specifically provided by these Bylaws, reference to a committee shall not be a prerequisite to action by the Board.

### **ARTICLE IV – MEETINGS**

**SECTION 1. TIME.** The Board annually shall approve a schedule of regular Board meetings. Regular meetings of the Board shall be held as specified in the adopted schedule at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at such other time and/or place as specified in the notice of meeting, including audio and

video conference as provided in the Open Meetings Act. Special meetings may be held at the call of the Chair of the Board, or upon the written request of two members of the Board, at such time and place as is designated in the notice thereof.

**SECTION 2. QUORUM.** Five members of the Board shall constitute a quorum for the transaction of business. Any meeting at which a quorum is not present may be recessed by oral or written directive of the Chair of the Board, (or in his or her absence, the Vice Chair of the Board or any other two members of the Board), until a date and time when a quorum can be obtained.

**SECTION 3. AFFIRMATIVE ACTION.** All actions of the Board of Directors shall require the affirmative vote of not less than five members of the Board.

**SECTION 4. AGENDA.** An agenda of matters to be acted upon at any regular meeting of the Board shall be prepared by an Assistant Secretary, or his or her designee, and (whenever reasonably possible) shall be delivered to each Director on the Friday preceding the meeting. Any matter shall be put on the agenda at the request of any member of the Board if made 24 hours preceding the meeting. No new matters shall be acted upon at that meeting without the affirmative vote of not less than five members of the Board. The foregoing shall not foreclose any citizen of the privilege of being heard, at any meetings on any matter relating to the District's operations, subject to such reasonable time and relevancy limitations as the Chair of the Board, with the concurrence of the Board, may set.

**SECTION 5. NOTICE.** Written notice of all meetings shall be simultaneously transmitted by e-mail (or personal delivery) to all members of the Board, and communicated to the public by notifying the local news media, by publicizing same in the Outlets newsletter and on OPPD.com, and by displaying a notice thereof on the Arcade Level of Energy Plaza. The notice so displayed shall state the time and place of the meeting and shall advise that a copy of the proposed agenda for the meeting is being maintained, on a current basis, and is readily available for public inspection in the office of an Assistant Secretary of the District, or his or her designee.

**SECTION 6. NOTICE – EMERGENCY MEETINGS.** Notwithstanding the provisions of Section 5, when it is necessary to hold an emergency meeting without reasonable advance public notice, the nature of the emergency shall be stated in the minutes of the meeting and any formal action taken in such meeting shall pertain only to the emergency. Such emergency meetings may be held by means of electronic or telecommunication equipment. As to any emergency meetings, the Secretary shall make a reasonable effort to provide advance notification to the news media of the time and place of such meetings, and the subjects to be discussed at the meetings. Complete minutes of such emergency meetings specifying the nature of the emergency and any formal action taken at the meeting shall be made available to the public by no later than the end of the next regular business day.

**SECTION 7. RECESS.** Regular meetings may be terminated by adjournment, or

may be continued by recessing until a stated day and time prior to the next regular meeting, but no new matters may be acted upon when reconvened after recess without the affirmative vote of not less than five members of the Board.

**SECTION 8. ROLL CALL.** Any formal official action on any question or motion duly moved and seconded shall be taken only by roll call vote of the Board of Directors in open session convened and the record shall show how each member voted, or was absent or was not voting.

**SECTION 9. PROXIES PROHIBITED.** No Director may vote by proxy.

**SECTION 10. COPIES OF MINUTES.** Except as provided in Section 6, insofar as is reasonably possible an Assistant Secretary, or his or her designee, shall prepare and deliver a copy of the minutes of each meeting of the Board to each Director within ten days after its adjournment.

#### **ARTICLE V – CLOSED SESSIONS**

**SECTION 1. CLOSED SESSIONS.** Any regular or special meeting of the Board of Directors duly convened, may be closed to the public upon the affirmative vote of the majority of the members present, taken in open session, if a closed session is required under the Open Meetings Act, Nebraska Revised Statute § 84-1407, et seq., as amended from time to time (“Open Meetings Act”), and the Board of Directors shall comply with the provisions of the Open Meetings Act.

**SECTION 2. VOTING.** The vote to hold a closed session will be by roll call taken in open session and shall be conducted in accordance with the provisions of the Open Meetings Act.

**SECTION 3. CHALLENGE.** Any member of the Board may challenge the continuation of a closed session in accordance with the provisions of the Open Meetings Act. Such challenge and its disposition shall be recorded in the minutes.

**SECTION 4. COMMITTEE MEETINGS.** The provisions of Sections 1, 2 and 3 of this Article shall have no application to any meetings of committees of the Board, unless such committees are holding hearings, making policy or taking formal action on its behalf, pursuant to Article III, Section 3 of the Bylaws.

#### **ARTICLE VI – EMPLOYMENT**

**SECTION 1. SALARIES.** The salaries or other compensation of all officers and employees of the District shall be fixed by general rule or classification except those which by law require a recorded vote of the Directors.

**SECTION 2. SELECTION OF EMPLOYEES.** All employees, other than officers appointed by the Board, shall be selected in conformance with the District's established

personnel practices and procedures which have been approved by the Board.

## **ARTICLE VII – MISCELLANEOUS**

**SECTION 1. BUDGET.** An annual budget shall be adopted by the Board of Directors. No substantial departure, which would exceed the total approved budget, shall be made without first submitting the matter to and obtaining the approval of the Board.

**SECTION 2. PRESIDENT'S MONTHLY REPORT.** The President shall make a monthly report to the Board in writing or at a meeting concerning the operations of the District for the previous month.

**SECTION 3. INSPECTION OF DISTRICT RECORDS.** Records of the District shall be at all times subject to inspection and examination by the public during business hours, when a request therefor is made in good faith to the President, and the information is sought for a legitimate public purpose.

**SECTION 4. LIABILITY OF DIRECTOR, OFFICER OR EMPLOYEE.** If any legal action shall be brought against any Director, Officer or employee of the District, based upon the negligent error or omission of such official while in the performance of his or her lawful duties, the District shall defend such official against such action and if final judgment is rendered against such official, then the District shall pay such judgment in his or her behalf and shall have no right to restitution from such official.

## **ARTICLE VIII – SUSPENSION OF BYLAWS**

**SECTION 1. IN EMERGENCY.** These Bylaws may be suspended for a particular meeting by the recorded vote of not less than five members of the Board if and to the extent made necessary by a serious emergency and consistent with existing law, the nature of the emergency being described in the motion or resolution.

## **ARTICLE IX – SEAL**

The Seal of the District shall be circular in form, with the words on the outside edge, "Omaha Public Power District, Omaha, Nebraska," and in the center the words, "Corporate Seal, Created 1945," a copy of which is impressed herein.

## **ARTICLE X – AMENDMENT TO BYLAWS**

These Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, by the affirmative vote of not less than five members of the Board.



## Board Policies

(As of ~~December 15, 2022~~ May 18, 2023)



April 2022

The public power promise holds representative governance as one of its foundational principles. This link to our customer-owners – through our elected board of directors – is key to Omaha Public Power District’s operations.

OPPD is leaning forward into the future and all it offers for our customers. In pursuit of OPPD’s vision and mission, our governance structure will inform all of the decisions we make that will impact our operations and service for decades to come.

The utility industry continues to undergo swift transformation, impacted by changing technology, more frequent extreme weather events and evolving customer expectations, among other factors. OPPD remains fully committed to effective governance practices that will be especially critical during this time.

Since 2015, OPPD’s Corporate Governance Initiative has provided the board and OPPD executive leadership an opportunity to discuss the wishes of our customer-owners, and to confirm strategic performance targets, board governance principles, accountabilities and levels of empowerment through which the organization can achieve these desired results.

OPPD’s board policies consist of three categories, all of which are designed to help optimize decision-making across the utility as well as clarity around the following:

Category	Focus
Governance Process	Principles for how the Board will govern itself.
Board-Staff Linkage	Delegations from the Board to the CEO to carry out the work of OPPD.
Strategic Direction	Performance for which the Board will hold OPPD accountable on behalf of its customer-owners.

This system of policy governance has delivered positive results in the years since it was implemented, including the following:

- A smooth transition and onboarding of newly elected board members
- Trust and cohesion with clarity for management as they carry out the work related to strategic direction policies and initiatives
- Clarity of strategic direction to guide resource prioritization and decisions to serve our more than 350,000 customer-owners, especially in areas of reliability, rate management and innovation for the future.

As part of OPPD’s commitment to transparency, board policies are available to review [online](#), and engaging with the public will remain a priority around any changes to such policies. This oversight provides an opportunity for the board and executive leadership to clarify policy, revise it when necessary and ultimately deliver desired results for OPPD’s customer-owners.

Chair of the Board

President & CEO

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	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-1: Purpose of the Board</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 April 21, 2022	<b>Resolution No.:</b>	6070 6494

The corporate powers of OPPD shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon OPPD’s customer-owners the benefits of a successful and profitable operation and conduct of its business. The Board of Directors operates under the provisions of the Nebraska Revised Statutes Chapter 70, Article 6, also known as the “Enabling Act.” As stated in Section 70-619 of the Nebraska Revised Statutes and Section 1 of the OPPD Bylaws, the corporate powers of OPPD are vested in the Board of Directors.

The purpose of the Board of Directors is to:


- Identify and define the vision and mission of OPPD, and establish the strategic directives of OPPD, communicating them in the form of policy.
- Monitor and measure OPPD’s impacts as a result of the strategic direction policies.
- Make certain operational decisions as required by the Enabling Act or other statutes.
- Appoint, evaluate and, when necessary, discharge the President and Chief Executive Officer.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-2: Governance Focus</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015	<b>Resolution No.:</b>	6070

The Board shall govern with an emphasis on: (i) strategic, forward-looking vision and leadership versus administrative detail; (ii) clear distinctions between the Board and President and Chief Executive Officer roles; and (iii) collaborative decision-making that encourages diverse viewpoints.

Specifically:

- *The Board shall cultivate a sense of group responsibility.* The Board shall be responsible for excellence in governing. The Board shall use the experience, input, and expertise of its individual members to enhance the Board as a body.
- *The Board shall set policies.* The Board shall direct, evaluate and inspire the organization through the establishment of written policies reflecting the Board’s standards. The Board’s major policy focus will be on OPPD’s intended impacts outside the organization, not on the functions or methods used to achieve results.
- *The Board shall be responsible for continual Board development.* Development will include orientation of new Board Members, periodic external and internal training of existing Board members, and regular Board discussion regarding process improvement.
- *The Board shall regularly discuss and evaluate its performance.* Self-monitoring will include, but is not limited to, annual Board surveys, annual reports from each Committee Chair, and regular monitoring of the adherence to policies adopted by the Board.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-3: Board Job Description</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 April 21, 2022	<b>Resolution No.:</b>	6070 6494


The specific job duty of the OPPD Board of Directors is to ensure appropriate organizational performance.

Specifically, the Board shall:

- Serve as representatives of OPPD’s customer-owners and build relationships throughout OPPD’s service territory and the region.
- Produce and maintain written Strategic Direction, Board-Staff Linkage and Governance Process policies that clarify the Board’s role in the decision-making process between the Board and OPPD’s employees.
- Be responsible for the hiring and appointment, as well as compensation and benefit approval, of the CEO.
- Regularly monitor and evaluate the performance of the CEO.
- Upon the recommendation of the CEO, be responsible for the appointment, as well as compensation and benefit approval, of the Vice Presidents.
- Monitor stakeholder processes, when necessary, to ensure the Board hears the strategic viewpoints and values of customer-owners and other interested stakeholders.
- Review the strategic direction policies on the timetable specified in each policy and communicate to the CEO whether the Board finds OPPD to be meeting the requirements of the strategic direction policy. Conduct a comprehensive review of the strategic direction policies every three years.
- Review and approve the Corporate Operating Plan annually.
- Approve the issuance of tax exempt debt and other forms of debt.
- Contract with an external independent auditor to audit OPPD’s finances and procedures on an annual basis.
- Contract with an independent consulting engineer and rate consultant.
- Establish rates that are fair, reasonable, and nondiscriminatory and adjusted as in a fair and equitable manner to confer upon customer-owners the benefits of a successful and profitable operation and conduct of the business of the district.
- Establish benefit plans for employees and provide oversight of investment management and

administration of the District's retirement plans.


- Approve contracts and engineer certifications related to contracts, as required by law.
- Establish and approve OPPD's election subdivisions in accordance with Nebraska statutes and other legal requirements.
- Approve the sale and disposition of OPPD real estate, as required by law.
- Approve the use of eminent domain in connection with OPPD's business, as required by law.
- Perform all other actions and duties as required by law.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-4: Agenda Planning</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 September 17, 2020 April 21, 2022	<b>Resolution No.:</b>	6070 6392 6494

To accomplish its strategic leadership consistent with Board policies, the Board, in collaboration with the President and Chief Executive Officer (CEO), or his/her designees, shall develop and follow an agenda planning process that ensures the Board focuses on the strategic direction policies of OPPD and meets its other obligations as stated by law or policy.


Specifically:

- The Board, in conjunction with the CEO, shall develop, monitor, and regularly update a work plan comprised of initiatives, topics and issues it wishes to explore or is required to address over the next 12-month period, in order to guide OPPD staff in preparing agendas for standing committee meetings and regular Board meetings.
- The Corporate Secretary's office, under the direction of the CEO and the Board, shall prepare and issue an agenda for each committee meeting and regular Board meeting.
- Vice Presidents, with the approval of the CEO and Chair, can make necessary changes and additions to the agendas.
- Any individual Board Member may place any matter on the agendas.
- Matters may be placed on agendas for any Board meeting 24 hours preceding the meeting, except for items of an emergency nature.
- Items may be placed on the agendas as either an Action Item or a Reporting Item. Action Items require Board approval at the regular monthly Board meetings.
- The Board Chair shall review the Board's agendas to ensure they address Board items that have been identified on the work plan during the course of the year.
- The Corporate Secretary, under the direction of the CEO, and in coordination with the Committee Chairs and Vice Presidents, shall prepare and issue an agenda for each Board-related meeting.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-5: Election of the Board Officers</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 January 12, 2017	<b>Resolution No.:</b>	6070 6168

The Board shall elect the Board Officers under the following terms and conditions:

- The officers of the Board shall be the Chair, Vice Chair, Secretary and Treasurer. Those Board Officers shall be elected by the Board, from among its members, annually at the Board's regular meeting in January.
- The Chair shall conduct the election, and the Corporate Secretary shall tally the votes. Any Director may place a nomination for the election of a Board Officer. No second is required. Board Officers shall be elected with the approval of a majority of those present and at least five Directors voting in approval. A tie vote will fail. A roll call vote will be taken, unless there is a request for a secret ballot. If there is a request for a secret ballot, the Board shall vote on whether to use a secret ballot by roll call vote before conducting the vote on approval of the Board Officer. No second is required.
- Board Officers shall serve for a term of one year or until the election of their successors.
- Board Officers may be removed from office during such term by the affirmative vote of five Directors at a regular meeting of the Board or a special meeting called for that purpose.
- In the event an office becomes vacant, the Board shall elect one of its members to fill the term of that office at its next regular Board Meeting, using the process described in this policy. The election to fill a vacant term may be postponed to a later meeting by a vote of the Board.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-6: Role of the Board Officers</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 February 16, 2017	<b>Resolution No.:</b>	6070 6172

***The Board Chair shall:***

- Ensure that all duties imposed on them as Chair are being completed.
- Be a member of the Governance Committee and a member ex officio, nonvoting member, of all Board committees.
- Preside over and facilitate all regular and special meetings of the Board, and other meetings at which a quorum of the Board is present.
- Ensure that meeting discussion focuses on matters which, according to Board policy, are appropriate for Board consideration.
- Ensure that discussion at Board meetings is fair, open and thorough, but also timely, orderly and to the point.
- Be the spokesperson of the Board in public announcements pertaining to the Board's conduct of OPPD's affairs.
- Appoint the Chairs of the Standing Committees with approval of the Board.
- Schedule and coordinate the annual performance evaluation of the President and Chief Executive Officer.
- Ensure that the Board's agendas meet the goals of the annual work plan.
- Ensure a process is in place for regularly evaluating the Board's adherence to Board policies.
- Ensure the Board is represented to outside stakeholders, organizations, and other groups.
- Have no authority to supervise or direct the President and Chief Executive Officer, apart from the authority expressly granted him or her by the Board.
- Delegate his or her authority as appropriate, but remain accountable for its use.
- Perform all other actions and duties as required by law.

***The Board Vice Chair shall:***

- Shall serve as Chair of the Board in the event of the disability or absence of the Chair.
- Be a member of the Governance Committee.
- Perform all other actions and duties as required by law.


***The Board Treasurer shall:***

- The Board Treasurer may perform any of the customary duties of the Chair and Vice Chair offices, when delegated.
- Serve as the Finance Committee Chair and preside over and facilitate the Finance Committee meetings.
- The treasurer must furnish a corporate surety bond sufficient to cover all monies in his or her possession or control, but not to exceed \$100,000.00, and the bond approved as to form and sureties by the Directors and filed with the Secretary of State.
- Perform all other actions and duties as required by law.

***The Board Secretary shall:***

- Be responsible for assuring that accurate minutes of Board meetings are prepared, in coordination with the Corporate Secretary.
- The Board Secretary may perform any of the customary duties of the Chair and Vice Chair offices, when delegated.
- Perform all other actions and duties as required by law.




	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-7: Guidelines for Board Member Behavior</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015 April 21, 2022	<b>Resolution No.:</b>	6082 6494

The Board and its members shall act in a professional, ethical, productive, and lawful manner. Board members should avoid even the appearance of impropriety to ensure and maintain public confidence in OPPD.

Specifically:

- Board members shall conduct themselves in accordance with all laws applicable to their duties as Board members, including but not limited to duties of care, loyalty and oversight.
- Board members should conduct themselves with civility and respect at all times with one another, with staff, and with members of the public.
- Board members are expected to act in the best interest of OPPD and the customer-owners. This supersedes any conflicting duties such as advocacy for a personal cause or on behalf of interest groups and obligations to other organizations, boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's activities.
- Board members shall not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - Board members must recognize the limits of authority vested in them as individuals in their interactions with the CEO or with staff.
  - In their interactions with the public, press or other entities, Board members should recognize the same limitation and the inability of any individual Board member to speak for the Board or for other Board members except to repeat explicitly stated Board decisions.
- Board members shall at all times endeavor to express their individual opinions in a responsible manner.
  - Each member of the Board is expected to support the legitimacy and authority of the decisions of the Board.
  - Although it is preferred that Board members refrain from criticism of OPPD decisions, if they do so, they must make it clear that they are expressing their individual opinion, and not the opinion of the Board or other Board members, so long as it complies with the limitations set forth in these policies.
- Members should prepare themselves for all Board meetings in advance.

Board members should discourage former Board members from attempting to influence the Board, individual Board members or staff, on behalf of any third party (other than a governmental entity) from whom the former Board member is receiving compensation, on any matter that the former Board member substantially participated in during his or her tenure with the Board. This provision shall not apply to communications by a former Board member acting in his or her capacity as an individual or customer-owner and for which the former Board member receives no compensation.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-8: Board Committee Principles</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

The OPPD Board may establish standing committees and the Board Chair, with the concurrence of the Board, may establish ad hoc committees.

Standing committees shall assist the Board in its ongoing work and activities. Standing committees shall be composed of at least three Board members, including a Committee Chair, who shall be appointed by the Board Chair, with Board approval. The Board Chair is an ex officio member of all committees. Any Board member may attend and participate in the deliberations of any standing committee, if not a member, providing notice to the Corporate Secretary of their attendance. Each standing committee shall have a charter describing the committee’s purpose.

The standing committees of the OPPD Board are as follows:

- Finance
- Governance
- System Management and Nuclear Oversight
- ~~Public Information~~Customer and Public Engagement


Standing committees shall meet publicly every month prior to the regular Board meeting. Standing Committee Chairs can schedule additional committee meetings as needed. If there is a closed committee meeting, the Committee Chair will present an agenda and summary report from that closed meeting at the next public committee meeting. No public comment will be taken at public committee meetings.

Ad hoc committees shall be created for a limited duration to address a specific topic of interest to the Board. Each ad hoc committee may be composed of up to four Board members, and shall include designation of a Committee Chair and a clear statement of purpose.

All Board Committees shall report back at a publicly noticed Board or standing committee meeting on its activities. Specifically:

- All committees will ordinarily assist the Board by gaining education, considering alternatives and implications, and preparing policy alternatives.
- Board committees may not speak or act for the Board except when formally given such authority.
- Board committees cannot exercise authority over staff nor interfere with the delegation from the Board to the President and Chief Executive Officer (CEO). Because the CEO works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.


- As a general rule, items scheduled for Board action (including items requested by a Board member) shall first be presented to a standing committee for review.
- Standing committees shall be reviewed at least annually by the Board to determine whether they should continue.
- This policy applies to any group which is formed by Board action, whether or not it is called a Committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-9: Board Committee Chairs</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015 April 21, 2022	<b>Resolution No.:</b>	6082 6494

The Committee chairs shall preside over and facilitate committee meetings.

Specifically, Committee chairs shall:

- Schedule and cancel any meetings, at their discretion, in addition to the monthly public committee meetings prior to the regular Board meeting.
- Review and approve the committee agendas prior to circulation of the public notice of the meeting.
- Present an agenda and summary report of items discussed at any closed committee meetings held prior to the monthly public committee meetings.
- Ensure that committee meetings focus on those issues which, according to Board policy, belong to the Board to decide.
- Ensure that discussion is fair, open and thorough, but also timely, orderly, and kept to the point.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-10: Board Training, Orientation</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

The Board will obtain training, development and orientation to assure excellence in governance.

Specifically:

- New Board members shall receive an orientation, which will include an overview of the District's governance policies.
- Board members shall be offered and encouraged to receive training in the skills of effective governance, communication and decision making.
- The Board Chair and Board Committee Chairs shall be offered and encouraged to receive training in the facilitation of public meetings.
- Board members shall receive training on any laws and regulations pertinent to their duties as a Director and Board Officer.
- Board members shall be offered and encouraged to receive regular training with respect to understanding trends and developments in public power and the energy industry.

In consultation with the Board Chair, the President and Chief Executive Officer (CEO) shall prepare annually an appropriate plan of training for Board members, Chairs and Officers.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-11: Board Review of Internal Records</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

Board members may review OPPD records, subject to and in compliance with applicable legal requirements, confidentiality requirements, and corporate policies.

Specifically:

- Board member requests to review OPPD records shall be forwarded to the Corporate Secretary, with a copy to the President and Chief Executive Officer (CEO) and Outside Counsel. The Corporate Secretary will be responsible to obtain and provide the requested files for review.
- A Board member may ask for and receive copies of OPPD documents. No confidential documents shall be taken from OPPD premises except with the authorization of the CEO.
- Board members shall follow the same confidentiality requirements applicable to OPPD employees dealing with OPPD documents.
- OPPD employee personnel files will not be subject to Board review except as permitted by law.

The Corporate Secretary shall maintain a log of all documents requested for review by Board members.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-12: Board Compensation and Benefits</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015	<b>Resolution No.:</b>	6070

Members of the Board of Directors\* of OPPD are eligible to receive certain compensation and benefits for their service.


Under the statutory authority granted by the below Nebraska statutes, the Board adopts the following policies:

- OPPD shall provide and contribute payment for health care benefits, the same as any other eligible active full-time employee, for any Member of the Board of Directors who elects coverage. Newly elected Members of the Board of Directors, effective January 1, 2013 and after, will be offered the same health plan benefits as other eligible active full-time employees hired January 1, 2013 and after. (Neb. Rev. Stat. Section 70-624.03)
- Each Member of the Board of Directors shall be compensated for their service, and such compensation will not exceed statutory limits established under Nebraska law. (Neb. Rev. Stat. Section 70-624.02)
- Each Member of the Board of Directors shall receive the same compensation, with the exception of the Chair of the Board, who is eligible to receive additional compensation under Nebraska law.

**\*TERMS AND DEFINITIONS**

*\*Member of the Board of Directors:* Someone who is elected and is currently serving a term as a director on the Board of Directors of the Omaha Public Power District.




	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-13: External Auditor Relationship</b>	<b>Monitoring Method:</b>	Finance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015	<b>Resolution No.:</b>	6070

Nebraska State Statute Section 70-623 states that: “The board of directors, at the close of each year’s business, shall cause an audit of the books, records and financial affairs of the district to be made by a certified public accountant or firm of such accountants, who shall be selected by the district.”

Specifically:

- The Board of Directors is responsible for hiring the District’s external auditor. Selection of the external auditor should include input from staff, the Audit Subcommittee and others as deemed necessary.
- The process to hire the external auditor includes obtaining a contract with the external auditor. The selection of the external auditor must be approved by the Board of Directors.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-14: Board Expense Reimbursement</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 March 14, 2019	<b>Resolution No.:</b>	6070 6316

Nebraska Law (Section 70–624.02, as amended) provides that “members of the Board of Directors shall be paid their actual expenses while engaged in the business of the District under the authority of the Board of Directors....” Accordingly, Board members shall be reimbursed for expenses incurred which are appropriate in the performance of their Board-related duties and consistent with their statutory obligations.

The purpose of this policy is to establish procedures relative to expenses incurred by members of the Board of Directors in the performance of their duties; to define authorizations required to incur such expenses; to ensure uniform and fair payment of expenses; and to establish procedures for securing reimbursement.

It is expected that all Board member activities related to any expenses submitted for reimbursement will comply with the “Omaha Public Power District Board of Directors Code of Ethics and Business Conduct.”

**REIMBURSABLE EXPENSES**

Expenses eligible for reimbursement under this policy must be actual, reasonable and customary expenses incurred while conducting Board-related duties.

- Board-related duties may include, but are not limited to, Board meetings (any official Board, Committee or related meeting), OPPD business (activities that are directly related to the necessary and required functions of the District), industry-related conferences, and training/learning events.
- Expenses may include related mileage expense, meals (including tips), lodging, transportation, business meeting/events, and other miscellaneous expenses. Expenditures for alcohol and related taxes/gratuities as well as expenses for family members or personal guests are not reimbursable.

Expenses must be documented accurately and completely, and have appropriate authorization.

## **TRAVEL AND TRAINING AUTHORIZATION AND APPROVAL**

Each Director is authorized to travel at OPPD expense on single-day trips within the District's service area when in his/her judgment such travel is required in connection with OPPD business.

Directors shall coordinate all other travel arrangements through the office of the Corporate Secretary. Thirty days in advance, for all business trips which require overnight accommodations and for all single-day trips by commercial transportation to points outside of the District's service area, Directors shall complete a Trip Authorization (TA) form, including the estimated costs, the percentage to be paid by OPPD, and whether the expenditure will span multiple years.

- If OPPD representation is requested with shorter than thirty-day notice and travel is required, the Corporate Secretary shall notify Board members of the pending trip.
- Written travel and training justifications shall be distributed to all Board members in the Board packet for purposes of transparency and oversight.

The Corporate Secretary shall review the TA, and confirm consistency of proposed expenses with Board and OPPD travel policy. If the Corporate Secretary questions the appropriateness of any expense, clarification will first be sought from the respective Director. Any disputes resulting from the review shall be forwarded from the Corporate Secretary to the Audit Subcommittee for review and a final determination.

Each Director is authorized up to \$3,500 during a calendar year to attend training and learning events within the continental United States when in his/her judgment such training and learning events will benefit the District. Budgeted travel and training funds shall expire at the end of each calendar year with no rollover option. If a Board member exceeds the annual authorized expenditure amount, then he/she shall reimburse OPPD within 30 days the difference between the authorized amount and actual expenditures.

Any travel outside the continental United States or any out-of-state travel to attend more than the allowed budget for training and learning will require additional approval. To obtain approval, the Director shall: (1) notify the Corporate Secretary of the travel location, purpose of the trip, date of travel, and an estimated cost; (2) the Corporate Secretary will provide the request to the Audit Subcommittee for approval; and (3) once approved by the Audit Subcommittee, the Corporate Secretary will place an item related to this travel on the next Board meeting consent agenda for full Board approval. If the request is denied, the Director may still attend the event at the Director's expense.

## **EXPENSE REIMBURSEMENT**

Sufficient documentation of expenses is necessary for reimbursement of applicable expenses. All requests for expense reimbursement from Directors shall:

- Be prepared on an OPPD Expense Report form and be submitted for payment within 30 days upon completion of a trip, and no later than sixty days from when any expense was incurred.
- Include an itemization of expenses, provide a brief explanation of the purpose of the expense, and include original receipts for all expenditures, with the exception of mileage, single-trip public transportation and tips on services (e.g. hotel housekeeping, door attendants or bellhops).


- Meal receipts must be itemized and include the name(s) of the person(s) for whom a meal was purchased as well as their respective company when non-OPPD employees are included. Tips on service may not exceed 20% of the total bill, including tax. If a receipt cannot be obtained or has been lost, a statement to that effect shall be made on the expense report form and the reason given.
- For mileage reimbursement, the business purpose, date, origin, destination and number of miles driven must be included in the supporting documentation. Business use of personal vehicles is reimbursed at the IRS standard mileage rate.
- Include a statement, signed by the Director submitting the request for reimbursement, that the expenses are actual expenses incurred while on District business and that the expenses conform to the Board Expense Reimbursement policy.

Directors shall submit their expense reports to the Corporate Secretary for review and determination that: (1) the claims for reimbursement are in accordance with this policy; and (2) the necessary budgetary funds are available for disbursement.

Any disputes resulting from the review shall be forwarded from the Corporate Secretary to the Audit Subcommittee for review and a final determination.

#### **REVIEW OF EXPENDITURES**

All expense statements will be reported to the Board of Directors for review at its next Audit Subcommittee meeting.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Governance Process
	<b>Policy No. and Name:</b>  <b>GP-15: Nuclear Oversight</b>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	February 11, 2016 February 16, 2017 April 21, 2022	<b>Resolution No.:</b>	6105 6170 6494

OPPD’s Board of Directors understands and appreciates the unique responsibility of the company’s nuclear electric generating asset and commits to nuclear safety, oversight, and governance. The Board shall ensure its members understand the special nature of nuclear power, establish appropriate oversight responsibilities, and support and strengthen a nuclear safety culture.

The System Management and Nuclear Oversight Committee (SMNOC) shall monitor the safe and secure storage of nuclear fuel and decommissioning activities of Fort Calhoun Station (FCS). In doing so, the SMNOC will periodically review nuclear business unit metrics to ensure that the executive leadership team and the full Board have the necessary information to allow effective monitoring of FCS performance.

The SMNOC Chair shall:

- Attend each of the following meetings, at least once per year:
  - Decommissioning Oversight Committee (DOC) Meeting
- Bring in nuclear industry experts to provide observation and advisement on nuclear safety, decommissioning and operational performance at FCS on an annual basis.
- Fulfill all other requirements of a Board Committee Chair (GP-9).


SMNOC Committee Members shall:

- Attend a Decommissioning Oversight Committee (DOC) meeting at least once per year.

Remaining Board Members may:

- Attend a Decommissioning Oversight Committee (DOC) meeting at least once per year.


Decommissioning metrics shall be established and provided to the full Board on a quarterly basis.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-1: Board – President and Chief Executive Officer Relationship</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	July 16, 2015 April 21, 2022	<b>Resolution No.:</b>

The corporate powers of OPPD shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon OPPD’s customer-owners the benefits of a successful and profitable operation and conduct of its business. The Board of Directors operates under the provisions of the Nebraska Revised Statutes Chapter 70, Article 6, also known as the “Enabling Act.”

- The Board of Directors shall:
  - In coordination with the President and Chief Executive Officer (CEO), identify and define the vision and mission of OPPD, and establish the strategic directives OPPD is to achieve, communicating them in the form of policy.
  - Monitor and measure OPPD’s impacts as a result of the strategic direction policies.
  - Make certain decisions as designated by the Enabling Act or other statutes.
  - Appoint, evaluate and, when necessary, discharge the CEO.
  
- The CEO shall:
  - Lead, in coordination with the Board, the development and implementation of OPPD’s vision, mission, and strategy.
  - Manage all operations and business affairs of OPPD, with a primary focus on leadership of the OPPD executive leadership team to implement OPPD strategic direction policies.
  - Communicate regularly and effectively with the Board on the business of OPPD.
  - Manage the implementation of systems and policies that enable OPPD to conduct its activities both lawfully and ethically.
  - Prepare and submit the Corporate Operating Plan to the Board for review and approval each year, and ensure all OPPD expenditures are within the authorized annual Corporate Operating Plan.
  - Make recommendations to the Board regarding the appointment of Vice Presidents.
  - Manage the appropriate organization and staffing of OPPD, and exercise the authority to hire and terminate staff and employees as necessary to enable OPPD to achieve all business objectives.

- Attend meetings of the Board and report on the general affairs of OPPD, ensuring sufficient information is provided to the Board in order to make appropriate judgments or take any necessary actions.
- In coordination with the executive leadership team and outside general counsel, assess the principal risks of OPPD and take appropriate and necessary actions to monitor and manage these risks, and, when necessary, report risks to the Board.
- Communicate effectively with customer-owners, employees, government authorities, other stakeholders, and the public in general. The CEO shall assure, in cooperation and consultation with the Board, that OPPD is appropriately represented in the community.
- Perform other duties as may be delegated by the Board either by resolution or through the CEO's contract of employment.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-1A: Board – OPPD Officer Relationship</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	January 12, 2017	<b>Resolution No.:</b>

OPPD Officers (Officers) serve as high-level management officials and have day-to-day responsibility of handling the affairs and transacting the business of the District as specified in their specific job descriptions. Officers have the authority to act on behalf of OPPD. Officer appointments include, but are not limited to, President and Chief Executive Officer (CEO) and Vice Presidents (VPs). The VPs will act as Assistant Secretaries of the District and the Chief Financial Officer will act as Assistant Secretary and Assistant Treasurer of the District.

Upon recommendation of the CEO, the Board is responsible for the appointment, as well as compensation and benefit approval of the Officers. The CEO may recommend to the Board revocation of officer appointments. Such VPs serving as Officers shall carry out such duties as may be delegated to them by the President.


Officers are considered agents of the District, and shall exercise specific fiduciary responsibilities:

- **Duty of Loyalty:** Act in the best interest of the District.
  - The officer should not have any conflicts of interest in a transaction with the District, exploit an opportunity for themselves instead of for the District, compete with the District, or use District assets for themselves.
- **Duty of Care:** Act prudently in light of all reasonably available information.
  - The officer should obtain and consider all relevant information, take time to consider District actions, consider the advice of experts, ask questions and test assumptions, understand the terms of transactions and make deliberate decisions after candid discussions.
- **Duty of Disclosure:** Disclose all information within the District that is material to the action being considered.
  - The officer should fully and fairly disclose all material information to the Board of Directors and other officers regarding decisions being considered.
- **Duty of Good Faith:** Act with honesty and fairness.
  - The officer should ensure actions are taken for the proper purpose in similar circumstances.
- **Duty of Obedience:** Act within the law and District policies.



- The officer must ensure their actions comply with the laws applicable to the District and in accordance with District policies.

If a question should arise about a possible breach of an Officer's fiduciary responsibilities, Outside General Counsel shall be consulted regarding the situation. Outside General Counsel shall inform the Board of any breaches and provide his/her advice or opinion regarding resolution of the situation.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-2: Board – Outside General Counsel Relationship</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015	<b>Resolution No.:</b>	6070


The Outside General Counsel provides legal counsel to OPPD and to the Board on an as needed basis.

The Board of Directors is ultimately responsible for contracting the Outside General Counsel. As a general practice, the Board and the President and Chief Executive Officer shall participate jointly in contracting the Outside General Counsel.

With respect to the Board, the Outside General Counsel shall:

- Give his or her advice or opinion whenever he or she deems necessary or when required by the Board.
- Inform the Board of material legal issues impacting OPPD or the Board.
- Provide counsel to the Board and individual Board Members with regard to legal matters affecting OPPD, in general, and their duties, obligations, and liabilities, specifically.
- Provide counsel to the Board and individual Board Members with regard to conflict of interest and other ethical matters.
- Counsel and assist the Board and Board Members in complying with applicable statutes and other legal requirements.


The Outside General Counsel shall not provide legal counsel to Directors except in their role as Board Members.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-3: Board – Corporate Audit Relationship</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 August 15, 2019 April 21, 2022	<b>Resolution No.:</b>	6070 6338 6494

Corporate Audit provides independent, objective assurance and consulting services to the Board and management designed to improve the organization’s operations.

Specifically:

- The Board shall provide guidance and oversight to Corporate Audit, including review of the organization, plans, and results of such activities.
- Corporate Audit shall report to a CEO-designated member of the executive leadership team for all administrative matters. The designated executive leader is responsible for hiring, evaluating and terminating the Director – Corporate Audit.
- The Director – Corporate Audit has an indirect reporting relationship to the President and Chief Executive Officer.
- Corporate Audit shall conduct audits and reviews as identified in the annual audit plan and special audits or reviews requested by management or the Board.
- The Board shall receive the results of the audits from the annual audit plan.
- Corporate Audit shall inform the Board of the results of any audit they reasonably determine that indicates a significant financial or operational risk to OPPD.
- Individual audit reports will be given to individuals, be it the Board or management, who are in positions to see that action is taken on audit findings and recommendations.
- The work of Corporate Audit shall provide reasonable assurance regarding the achievement of the objectives listed in the Corporate Audit Charter.
- In performance of their duties, Corporate Audit shall have unlimited access to all activities, records, property and personnel of OPPD.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-4: Board – Corporate Secretary Relationship</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 April 21, 2022	<b>Resolution No.:</b>	6070 6964

The Corporate Secretary provides key logistical and corporate support to the OPPD Board of Directors. The Corporate Secretary serves under the direction and control of the President and Chief Executive Officer (CEO).

The Board shall have input into the Corporate Secretary’s performance, though the CEO is responsible for hiring, setting compensation for, evaluating, and terminating the Corporate Secretary.

The Corporate Secretary shall:


- Coordinate and attend all Board of Directors and Board Committee meetings, and provide support of all logistical details.
- Communicate all Director requests to, and coordinate responses with, the appropriate executive leader in relation to customer-owner affairs.
- Review and screen all internal and external materials, in relation to Board matters, for Directors and the executive leadership team to assure appropriateness, and prepare concise summaries of Board communications to facilitate Director or Board review.
- Examine the needs and concerns of the Directors to determine opportunities for improvement.
- Handle all other matters that are properly delegated to him or her by the CEO or the Board, with approval from the CEO.
- Notwithstanding these activities, the Corporate Secretary is not empowered to instruct or direct OPPD’s executive leadership team or staff.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-5: Unity of Control</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015 December 9, 2020 April 21, 2022	<b>Resolution No.:</b>	6082 6405 6494

Only decisions of the Board acting as a body are binding on the President and Chief Executive Officer (CEO).

Specifically, in or out of the Board meeting:


- Decisions or instructions of individual Directors, officers, or committees are not binding on the CEO except in instances when the Board has specifically authorized such exercise of authority.
- In the case of individual Directors or committees requesting information or assistance without Board authorization, the CEO must refuse such requests that require, in his or her opinion, a material amount of staff time, or funds, or are disruptive. When individual Directors or committees request information or assistance without Board authorization, and the CEO refuses to provide the requested information or assistance, the CEO shall promptly inform the Board of the request and rationale for the refusal.
- Directors shall have full and open access to the CEO and the executive leadership team and may communicate directly with other OPPD employees. However, the Board as a body and individual Directors will never give direction to persons who report directly or indirectly to the CEO, with the exception of General Counsel, Director Corporate Audit, and the Senior Corporate Governance Specialist without the approval of the CEO.
- Individual Directors will refrain from evaluating, either formally or informally, the performance of any staff. The Board as a body will refrain from evaluating, either formally or informally, the performance of any staff, other than the CEO, General Counsel, and the Senior Corporate Governance Specialist.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-6: President and Chief Executive Officer's Performance Evaluation</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 April 21, 2022	<b>Resolution No.:</b>	6070 6494

To ensure that the authority and responsibility delegated to the President and Chief Executive Officer (CEO) by the Board of Directors is carried out, the CEO's job performance shall be evaluated by comparing the organization's results and the CEO's personal performance to the policies established by the Board.

Specifically:


- The Board shall evaluate the CEO's performance on an annual basis.
- The evaluation will be based on an evaluation of the organization's performance and the CEO's personal performance against the desired results established by the Board.
- The Board will use data to determine the degree to which prescribed outcomes and/or actions of Board policies are being met.
- Through the annual strategic planning process, the CEO shall propose a performance scorecard and key accountabilities for the following year that represent his or her reasonable interpretation of achieving the strategic direction policies defined by the Board.
- All policies that instruct the CEO shall be monitored at a frequency and by a method chosen by the Board.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-7: Delegation to the President and Chief Executive Officer</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 September 17, 2020	<b>Resolution No.:</b>	6070 6392

The Board will instruct the President and Chief Executive Officer (CEO) through written policies that define the results that the organization is to achieve, and which describe the delegation of authority to the CEO.

Specifically:

- The Board shall identify and define the vision and mission of OPPD, and establish the strategic directives of OPPD, communicating them in the form of policy.
- The Board shall develop policies that define the delegation to the CEO with regard to the CEO's authority.
- The CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities related to the operations or business affairs of OPPD.
- The CEO shall manage, conduct and administer the affairs of the District in an efficient and economical manner.
- The CEO shall use prudent judgment in the exercise of the delegations and in a manner that is operationally and economically sound, serves the best interests of OPPD's customer-owners and the community, employs prudent business practices, balances the risks and benefits of the actions, and does not expose OPPD to unreasonable risk. If the CEO reasonably determines that an activity related to the delegations presents, regardless of the size of the financial commitment: (i) a unique and significant operational risk to OPPD; (ii) a significant impact to customers; (iii) a significant impact to community relations; (iv) a significant impact to OPPD's reputation; or (v) materially compromises the policies and goals established by the Board, the CEO shall inform the Board in a timely manner and may request that the Board take appropriate actions.
- The Board may change its delegation to the CEO at any time, subject to the conditions of the employment contract with the CEO, thereby expanding or limiting the authority of the CEO. However, as long as any particular delegation is in place, the Board will abide by the CEO's decisions in those areas that are delegated to him or her.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-8: Delegation to the President and Chief Executive Officer – Procurement</b>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

The CEO shall ensure all procurement activities are performed to the highest ethical standards of conduct and in accordance with all applicable federal, state and local laws, and company policies.

Specifically:

- The CEO shall ensure OPPD’s procurement activities utilize the following attributes:
  - *Use of Competition:* Where applicable, OPPD shall follow procurement requirements specified in Nebraska Revised Statutes §§ 70-637 through 70-640. Other procurement activities that are outside the statutory process shall utilize competitive processes whenever feasible.
  - *Best Evaluated Procurement Selections:* Bids shall be sought, obtained, and evaluated utilizing a “best evaluated total end-use cost” considering costs and benefits of services, quality, delivery timeline, and environmental impacts including life cycle costs for disposal (if applicable). Procurements subject to the statutory process described in Nebraska Revised Statutes §§ 70-637 through 70-640 shall be evaluated and awarded as provided in the applicable statute.
  - *Bid Solicitation:* Bid solicitation shall be inclusive of responsible bidders from within the OPPD’s service territory to the extent practical.
  - *Direct Procurements:* Subject to statutory procurement standards, the District may engage in the direct procurement of goods and services without solicitation of competitive bids when it is in OPPD’s best interest even when multiple sources of supplies exist.
  - *Use of Responsible Bidders:* OPPD shall only do business with reputable and responsible bidders. A responsible bidder demonstrates the attributes of trustworthiness, quality, fitness, capacity, financial capability, safety, and experience to satisfactorily perform OPPD work.
  - *Use of Strategic Alliances:* OPPD may enter into Strategic Alliance contracts for the procurement of goods or services to the extent allowed by Nebraska Revised Statutes §§ 70-637 through 70-640. A Strategic Alliance contract is a competitively bid multi-year contract for goods and/or services in which OPPD and the supplier work collaboratively over the life of the contract to improve quality and to explore design and process improvements to reduce cost of production, service delivery, and the total cost of ownership. These benefits are shared by both OPPD and the supplier.
- Executed contracts with authorized transactional values greater than \$500,000, which are not subject to the statutory procurement process, shall be reported to the Board on a monthly basis.




	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-9: Delegation to the President and Chief Executive Officer – Local, State and Federal Legislation and Regulation</b>	<b>Monitoring Method:</b>	<del>Public Information</del> <u>Customer and Public Engagement</u> Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

Providing dedicated service regarding legislative activities that may have potential impact on the District is key to the success of OPPD. Therefore, OPPD shall provide advocacy, educational, and lobbying efforts to our local, state, and federal governments to protect and advance OPPD’s interests.

Specifically, the Board supports development of legislative and regulatory policies that further the Board’s policies.

- The President and Chief Executive Officer (CEO) is authorized to develop local, state, and federal legislative, regulatory and budget positions consistent with Board policies;
- The CEO shall communicate these positions to the Congress, the Legislature, regulatory agencies, local agencies, and relevant stakeholders; and
- When communicating a position on local, state, or federal legislation or budget proposals, the CEO shall provide advance notice to the Board when feasible.
- As appropriate, during the legislative session, the Board shall receive monthly updates.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-10: Delegation to the President and Chief Executive Officer – Real and Personal Property</b>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

The President and Chief Executive Officer (CEO) shall be delegated decision making and approval authority for the acquisition, sale and lease of OPPD real and personal property in accordance with the following attributes:


**Real Property:**

- *Purchase or Lease of Real Property for District Use:* Purchase or lease of real property in support of future OPPD operational needs shall be obtained at or near fair market value.
- *Sale of Real Property to Others:* All sale or transfer of property ownership shall require Board approval. All property sales or transfers (except for sale to Local Public Agencies for roadway projects) shall be in accordance with the provisions of the District’s senior lien bond indenture Resolution 1788, as amended.
- *Purchase of Easements, Right-Of-Way, or Licenses for District Use:* Purchases of easements, right-of-way, or licenses in support of OPPD’s operations may be obtained at or near fair market value.
- *Release of Easements, Right-Of-Way, or Licenses:* Any release of easements, right-of-way, or licenses may be granted where OPPD’s current or anticipated future operations are not adversely impacted.
- *Special Assessments, Governmental Fees, and Property Taxes:* Authority to cast all ballots, negotiate, pay taxes, assessments, fees, levies, or charges arising from or related to OPPD’s ownership or other interests in real property.

**Personal Property:**

- *Disposal of Surplus, Scrap, or Obsolete Personal Property:* The disposal of surplus, scrap, or obsolete personal property shall be done in accordance with applicable law.
- *Lease of Personal Property:* Leases shall be for fair market value and shall not adversely impact OPPD’s current or anticipated future operations.


The CEO shall ensure these activities are handled in accordance with all applicable federal, state and local laws.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-11: Delegation to the President and Chief Executive Officer – Settlement of Claims and Litigation</b>	<b>Monitoring Method:</b>	Finance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

Normal business operations require OPPD to enter into settlements of: (i) claims and/or lawsuits filed against OPPD and brought by OPPD against third parties; (ii) regulatory proceedings involving OPPD which involve the payment of District funds (e.g. civil penalties); and (iii) other disputes with third parties.

Specifically:


- The President and Chief Executive Officer (CEO) is delegated authority to enter into settlement agreements and to authorize the payment of District funds to resolve claims, lawsuits, regulatory matters and/or disputes, and the CEO is authorized to execute all necessary documents to resolve such matters in accordance with Board policy and state statutes.
- Claim settlements involving the payment by OPPD of \$50,000 or more will be reported to the Board at a regular committee meeting held prior to the monthly Board meeting as required by Nebraska Revised Statute §84-713.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-12: Delegation to the President and Chief Executive Officer – Transmission, Wholesale Electricity, Fuel and Other Energy Transactions</b>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015 April 13, 2017	<b>Resolution No.:</b>	6082 6180

The Board of Directors recognizes that the District has a need to manage the physical and financial related risks associated with a complex and volatile commodity market in order to ensure reliable, competitive, cost-effective and environmentally sensitive service for our customer-owners.

Therefore, the President and Chief Executive Officer (CEO) is delegated the authority to execute the following:


- Contracts to purchase and sell physical wholesale electricity, fuel and other commodities needed for the production of electricity.
- Transactions that enable OPPD’s participation as a member of the Southwest Power Pool.
- Contracts to purchase and sell financial products related to energy and fuel as a means to manage price risks.
- Futures and exchange-traded contracts for future delivery of commodities, forward contracts, and instruments as a means to manage price risks.
- Contracts for the transmission of electricity.
- Contracts for the transportation, delivery, storage, and balancing of energy resources.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-13: Delegation to the President and Chief Executive Officer – Grants</b>	<b>Monitoring Method:</b>	Finance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015 April 21, 2022	<b>Resolution No.:</b>	6082 6494

OPPD, as a special district, political subdivision of the state, and public entity, has the eligibility to apply for grant funding. This funding allows innovative projects to be conducted that might not otherwise be possible without the support of a grant and provides another source of external funds. Participation in grant funded projects shall further strategic direction policies, provide benefits to customer-owners and the community, and shall be consistent with the principles outlined below.

Therefore, the President and Chief Executive Officer (CEO) is delegated the authority to apply for and receive grants subject to the following conditions:


- All funded grant projects shall further foster the mission to provide affordable, reliable, and environmentally sensitive energy services to customer-owners.
- Only contracts with reputable and financially viable partners will be entered into.
- All existing federal and state laws will be adhered to.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-14: Delegation to the President and Chief Executive Officer – Customer Products, Services and Programs</b>	<b>Monitoring Method:</b>	<del>Public Information</del> <u>Customer and Public Engagement</u> Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

OPPD provides customer-owners with innovative products, services and programs to enable enhanced customer-owner business relationships, as well as generate revenue and a profit margin to help maintain affordable electric rates for our customer-owners. OPPD shall provide these products, services and programs as authorized, approved or governed by state law.

Therefore, the President and Chief Executive Officer (CEO) is delegated authority to enter into customer and third-party transactions related to retail products, services and programs. In addition, the CEO is authorized to enter into strategic partnerships related to innovative technologies, new business models, programs or services intended to provide value to OPPD’s customer-owners.


The CEO shall provide advance notice to the Board prior to entering into new strategic partnerships.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff-Linkage
	<b>Policy No. and Name:</b>  <b>BL-15: Delegation to the President and Chief Executive Officer – Funding and Investments</b>	<b>Monitoring Method:</b>	Finance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015	<b>Resolution No.:</b>	6082

OPPD investments are intended to ensure the safety and preservation of principal, maintenance of adequate liquidity to meet cash flow requirements, and achievement of the best available return within prudent risk management and liquidity requirements.

Therefore, the President and Chief Executive Officer (CEO) is delegated authority to make funding and investment decisions consistent with the following principles:

- Investments are to be managed prudently and within regulatory parameters.
- Only investments authorized by Nebraska Revised State Statutes §§ 77-2353.01 and 77-2341 and the District’s respective Bond Resolutions shall be purchased.
- Pursuant to this policy, the District shall develop a Corporate Investment Management Policy.
- The CEO shall ensure compliance with the any applicable laws and regulations, as well as the Corporate Investment Management Policy.
- Only Assistant Treasurers, Treasury Agents and Investment Agents are authorized to invest and manage OPPD funds.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-1: Strategic Foundation</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
		<b>Resolution No.:</b>	6070 6166 6251
<b>Date of Approval:</b>	July 16, 2015 January 12, 2017 (Merge SD-1A & SD-1B) June 7, 2018		

**Mission:**

OPPD’s mission is to provide affordable, reliable and environmentally sensitive energy services to our customer-owners.

**Vision:**

OPPD’s vision is “Leading the Way We Power the Future.”


In implementing this vision, OPPD shall adhere to these principles:

- Strengthen the public power advantage of affordable and reliable electricity;
- Exemplify fiscal, social and environmental responsibility to optimize value to our customer-owners;
- Proactively engage and communicate with our stakeholders;
- Act transparently and with accountability for the best interest of our customer-owners;
- Collaborate, when appropriate, with partners; and
- Leverage OPPD’s leadership to achieve these principles.

**Core Values:**

- We have a PASSION to serve.
- We HONOR our community.
- We CARE about each other.



	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-2: Rates</b>	<b>Monitoring Method:</b>	Finance Committee Board Report
		<b>Frequency:</b>	Annually
		<b>Resolution No.:</b>	6070 6210 6471 6541
<b>Date of Approval:</b>	July 16, 2015 November 16, 2017 November 18, 2021 December 15, 2022		

OPPD shall strive to provide affordable energy services and set rates in order to achieve the long-term vision of the organization.


In implementing this directive, OPPD shall:

- Maintain fair, reasonable and non-discriminatory rates as stated in Nebraska Revised Statute § 70-655;
- Equitably assign costs across and within all customer classes;
- Monitor affordability indicators;
- Pursue rate process and structure changes to reflect the cost of energy when it is used;
- Offer flexibility and options;
- Be simple and easy to understand; and
- Pursue a directional rate target of 10% below average published rates of seven states in the North Central Region\* on a system average basis\*.

**\*TERMS AND DEFINITIONS**

*Seven states in the North Central Region:* Illinois, Iowa, Indiana, Kansas, Missouri, Nebraska, South Dakota.

*System Average Basis:* Total revenue billed to retail customers divided by total kWh sold to retail customers. The result is measured in cents per kWh or the average system basis.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-3: Access to Credit Markets</b>	<b>Monitoring Method:</b>	Finance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b> July 16, 2015	<b>Resolution No.:</b>	6070

In order to achieve a low cost and flexible cost structure, OPPD shall maintain financial ratios and targets to ensure efficient and cost effective access to the credit markets.


Therefore:

- For OPPD’s annual budgets the Board establishes a minimum total debt service coverage\* ratio of 2.0 times.
- When making resource decisions, OPPD shall take into consideration long-term revenue requirements, debt to equity ratios, minimum risk adjusted liquidity\* levels, competitive position, financial risk and financial flexibility.
- OPPD’s goal is to maintain an AA credit rating with the credit rating agencies consistent with the above expectations.

**\*TERMS AND DEFINITIONS**

*Total Debt Service Coverage:* Revenues less expenses divided by total annual senior and subordinate lien debt interest and principal payments.

*Liquidity:* Total cash and unrestricted funds available to meet ongoing daily cash requirements.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <span style="color: orange;">SD-4: Reliability</span>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b> July 16, 2015 October 13, 2016 April 21, 2022	<b>Resolution No.:</b>	6070 6144 6494

Generation and delivery systems must perform at a high level to provide reliable service to customer-owners. The Energy Delivery, Energy Production and Marketing, and Nuclear Business Units of OPPD contribute to reliable electric service to customer-owners.

Specifically, OPPD shall:


- Assure all customer energy requirements are met through the use of its generation resources and purchase power portfolio 100 percent of the time.
- Achieve generation reliability by:
  - Maintaining steam unit equivalent availability factor at or above 90% on a three-year rolling average; and
  - Maintaining unit availability above benchmark levels per industry measures such as the NERC\* GADS\*.
- Achieve electric system reliability by:
  - Limiting the SAIDI\* to 90 minutes. This is the average outage duration per customer per year excluding declared major storms; and
  - Maintaining a reliable transmission and distribution system. This will be achieved through performing the necessary maintenance and upgrades in accordance with NERC standards.

**\*TERMS AND DEFINITIONS**

GADS – Generating Availability Data System

NERC – North American Electric Reliability Corporation

SAIDI – System Average Interruption Duration Index

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-5: Customer Satisfaction</b>	<b>Monitoring Method:</b>	<del>Public Information</del> <u>Customer and Public Engagement</u> Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b> July 16, 2015 November 16, 2017 April 21, 2022	<b>Resolution No.:</b>	6070 6211 6494


Achieving a high level of customer satisfaction is key to OPPD’s vision. The Board will ensure that OPPD shall obtain feedback from its customer-owners through nationally syndicated studies\* which allow OPPD to evaluate and prioritize its strategic plans, investments and operational activities to ensure high satisfaction in all aspects of OPPD’s interactions with our customer-owners.

OPPD establishes a goal to achieve top quartile performance in customer satisfaction for similar-sized utilities in the region across customer classes.

As part of this policy, OPPD shall:

- Interact with customer-owners in a respectful, dignified and civil manner.
- Communicate a procedure to customer-owners who believe they have not received fair treatment from OPPD.
- Provide periodic customer-owner trend updates to the Board.


\*Defined in Glossary.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <span style="color: orange;">SD-6: Safety</span>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	July 16, 2015 November 17, 2016 January 11, 2018	<b>Resolution No.:</b>

Through continuous improvement and monitoring, OPPD shall be recognized as a leader in employee safety and ensure the safety of the public in relation to OPPD operations. The Board establishes a long-term goal to continue to improve safety results that:

- Reduce OPPD’s Days Away, Restricted or Transferred (DART\*) rate to < .50, as measured by the industry’s performance metric DART.
- Reduce OPPD’s Preventable Vehicle Incident Rate (PVIR\*) rate to < 4.00, as measured by the industry’s performance metric PVIR.


*\*Defined in Glossary.*

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-7: Environmental Stewardship</b>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	October 15, 2015 November 15, 2018 November 14, 2019 May 20, 2021 September 22, 2022	<b>Resolution No.:</b>	6082 6289 6347 6434 6525

Managing its interactions with the environment is essential to OPPD’s ability to serve customers, create value for stakeholders, and contribute to the well-being of the communities it serves and its employees. The OPPD Board of Directors recognizes the scientific consensus that climate change is occurring and that greenhouse gas emissions, including carbon dioxide, from human activity contribute to climate change impacts.

Therefore, OPPD shall:

- Operate in an environmentally responsible manner and strive for the continuous improvement of its environmental performance.
- Conduct all of its operations (including operations such as building services and transportation) in a manner that strives for the goal of net zero carbon production by 2050.
- Conduct its business in a manner that meets all environmental regulatory standards, and go beyond compliance where practical.
- Be transparent by measuring and reporting its environmental performance on OPPD’s website.
- Engage customers and stakeholders to promote energy conservation and efficiency and minimize environmental impact.
- Advocate and educate local, state and federal governments to protect and advance OPPD’s environmental interest.
- By year end 2027, achieve an approximate 3,500,000 ton annual reduction in CO<sub>2</sub> emissions at the North Omaha Station site relative to OPPD’s 2013 benchmark of 3,960,179 tons at the station.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-8: Employee Relations</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	July 16, 2015 January 12, 2017 November 14, 2019	<b>Resolution No.:</b>

OPPD shall develop and maintain a diverse and inclusive workplace reflective of OPPD’s core values that engages and inspires employees to commit to the vision and mission of OPPD.

OPPD establishes a goal to achieve top-quartile performance in employee engagement for similar sized companies.

OPPD shall:

- Engage its workforce in personal and professional development.
- Maintain and communicate written policies that define procedures and expectations for staff and provide for effective handling of grievances.
- Bargain in good faith with the official agents of represented employees and comply with Collective Bargaining Agreements.
- Conduct an annual engagement survey and provide a report of results to the Board.
- Provide an annual report to the Board on OPPD’s Affirmative Action Plan.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-9: Integrated System Planning</b>	<b>Monitoring Method:</b>	System Management and Nuclear Oversight Committee
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	October 15, 2015 April 21, 2022 August 18, 2022	<b>Resolution No.:</b>

Integrated System Planning is the ecosystem of planning processes used to efficiently integrate the transmission system, supply and demand side resources, and the increasingly complex distribution system. Through Integrated System Planning efforts, OPPD will continually plan for, adapt to, and enable both the needs of our customers and the rapidly transforming electric industry. Successful planning will ensure both a reliable electric system and the resiliency of the system and its components to prepare for, withstand, respond to, adapt to and quickly recover from a non-routine event.

OPPD shall:

- Ensure that year-round supply-side and demand-side resource capacity exceeds forecasted load in compliance with resource adequacy and planning reserve margin requirements of OPPD's regional balancing authority.
- Ensure compliance with applicable planning related North American Electric Reliability Corporation Reliability Standards including consideration of Essential Reliability Services.
- Ensure planning accounts for potential extreme weather events, changes to demand-side and supply-side regional resources and extended periods of low energy production by variable energy resources.
- Compute resource adequacy metrics that quantify the ability of OPPD's resources to meet its forecasted electric demand:
  - Measure the frequency with which a system's demand is expected to be met by system capacity over a period of time.
  - Measure the percentage of total energy that a system is projected to be able to serve over a period of time.




	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-10: Ethics</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	October 15, 2015 October 13, 2016	<b>Resolution No.:</b>

It is essential that OPPD maintain the public trust and confidence in the integrity and ethical conduct of its Board of Directors and the OPPD employees. Therefore, to ensure the public interest is paramount in all official conduct, the Board shall adopt and update, as necessary, a Code of Ethics and Business Conduct (the “Code”). OPPD shall also maintain and enforce a code of conduct applicable to all employees.

Among other things the Code shall:


- Require high ethical standards in all aspects of official conduct;
- Establish clear guidelines for ethical standards and conduct by setting forth those acts that may be incompatible with the best interests of OPPD and the public;
- Require disclosure and reporting of potential conflicts of interests; and
- Provide a process for: (i) reporting suspected violations of the Code and policies; (ii) investigating suspected violations of the Code and policies; and (iii) providing an annual report to the Board.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-11: Economic Development</b>	<b>Monitoring Method:</b>	<del>Public Information</del> <u>Customer and Public Engagement</u> Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b> July 16, 2015 June 16, 2022	<b>Resolution No.:</b>	6070 6513

Economic prosperity is foundational to cultivating vibrant and thriving communities we serve. OPPD’s strategic leadership and active participation in regional economic development initiatives will create a favorable environment to attract new business and help existing business customers to expand and support workforce and community needs. OPPD’s economic development strategy will adapt and change to maximize value for the region as the utility and the region’s advantages and opportunities evolve.

Therefore, OPPD shall exercise leadership and participate in economic development to:

- Attract, retain and expand businesses
- Serve as a community leader and trusted partner to organizations and leaders on local, regional and statewide initiatives and activities in economic development, including workforce and community needs
- Offer and promote effective tools, resources, programs, products, services and rates to educate our business customer owners and support economic growth, sustainability, cost savings and/or vitality
- Assist with site development and marketing to plan or best optimize our energy system for businesses and industrial customer-owners


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-12: Information Management and Security</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b>	October 15, 2015 March 10, 2016 October 13, 2016	<b>Resolution No.:</b>

Robust information management and security practices are critical to effective risk management and to ensure regulatory compliance, business resiliency and customer-owner satisfaction.

OPPD shall safeguard and protect data, information and assets from inappropriate use, improper disclosure and unauthorized release.

OPPD shall take prudent and reasonable measures to ensure:

- *Information Security:* OPPD will implement processes and methodologies to protect print, electronic, or any other form of information or data from unauthorized access, misuse, disclosure, destruction, or modification.
- *Customer Privacy:* Except as provided by law or for a business purpose, OPPD will not disseminate customer-owner information to a third party for non-OPPD business purposes without customer-owner consent.
- *Records Management:* The efficient and systematic control of OPPD records inclusive of, identification, classification, storage, security, retrieval, tracking and destruction or permanent preservation of records.
- *Compliance:* Comply with contractual and legal requirements through the use of technical controls, system audits and legal review.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-13: Stakeholder Outreach and Engagement</b>	<b>Monitoring Method:</b>	<del>Public Information</del> <u>Customer and Public Engagement</u> Committee Board Report
		<b>Frequency:</b>	Annually
	<b>Date of Approval:</b> July 16, 2015 February 15, 2018	<b>Resolution No.:</b>	6070 6231

As a publicly owned utility, OPPD is committed to engaging its customers, the community and other stakeholders\*.

OPPD shall:

- Share context with customer-owners for key decisions.
- Use an integrated, clear and transparent engagement process that:
  - Provides meaningful ways for customer-owners to participate and provide feedback.
  - Is representative of the interested and impacted customer-owner segments that OPPD serves.
- Continuously evaluate and improve its outreach and engagement processes.


\*Defined in Glossary.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-14: Retirement Plan Funding</b>	<b>Monitoring Method:</b>	Finance Committee Board Report
		<b>Frequency:</b>	Annually
		<b>Resolution No.:</b>	6082
<b>Date of Approval:</b>	October 15, 2015		

The Retirement Plan Funding Policy is intended to provide guidance for funding and budgeting for pension obligations, demonstrate prudent financial management practices, re-assure bond rating agencies, and provide transparency to stakeholders on how the Retirement Plan (“Plan”) is funded. OPPD intends to provide for systematic funding of future benefit payments for Plan participants and their beneficiaries.

Therefore:

- A nationally recognized actuarial firm should be utilized to perform the analysis to determine the annual required contribution to the Plan.
- The discount rate to be used to determine the Plan’s current funded status and required contribution will be established with the assistance of an investment consultant.
- OPPD intends to achieve long-term full funding of the cost of benefits provided by the Plan by funding the actuarially determined annual required contribution each year.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy No. and Name:</b>  <b>SD-15: Enterprise Risk Management</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	July 16, 2015 June 15, 2017 April 15, 2018 April 21, 2022	<b>Resolution No.:</b>	6070 6186 6241 6494

OPPD shall maintain an enterprise risk management (ERM) program to perform an independent oversight function of the District’s risk management activities to ensure significant risks are identified, assessed, managed, and reported through organizational policies, procedures, and processes to maintain risk exposures within agreed upon risk tolerance levels.

The Board of Directors shall:

- Ensure the District is maintaining an ERM program that fulfills this policy.
- Review the District’s most significant risks on a quarterly basis to validate assumptions and assess the impacts of changes since initial risk review.
- When necessary, request additional explanation of the risk from the corresponding member of OPPD’s executive leadership team responsible for the risk or request additional expertise to supplement the review.
- Review additional ERM information, related risk activities, and strategies on an as-needed basis.

## Glossary

<b>DART</b>	<i>Days Away, Restricted or Transferred:</i> The rate is calculated by multiplying the number of DART cases times 200,000 divided by the hours worked.
<b>general rate</b>	OPPD general rates service retail customers. These are rates that are charged to all residential, commercial and industrial customers. These revenues exclude charges such as connection and service charges.
<b>liquidity</b>	Total cash and unrestricted funds available to meet ongoing daily cash requirements.
<b>nationally syndicated studies</b>	National customer satisfaction studies performed by an independent third party, regardless of OPPD's interest in participating, that provide objective measures by which electric utility companies can analyze their residential and commercial customer satisfaction relative to others in the industry.
<b>PVIR</b>	<i>Preventable Vehicle Incident Rate:</i> The rate is calculated by multiplying the number of PVIR cases times 1,000,000 divided by the miles driven.
<b>stakeholders</b>	Customer-owners, employees, community leaders, media, retirees, and any other person of interest or concern regarding OPPD business matters.
<b>system average basis</b>	Total revenue billed to retail customers divided by total kWh sold to retail customers. The result is measured in cents per kWh or the average system basis.
<b>total debt service coverage</b>	Revenues less expenses divided by total annual senior and subordinate lien debt interest and principal payments.



# Board Action

## BOARD OF DIRECTORS

May 16, 2023

### ITEM

Standing Committee Charters Revisions and District’s Bylaws and Board Policies Updates

### PURPOSE

To ensure board review, discussion and acceptance of the revisions to the OPPD Board of Directors Standing Committee Charters and updates to the District’s Bylaws and Board Policies.

### FACTS

- a. On February 1, 2009, the Board of Directors adopted the standing committee charters.
- b. In compliance with the charters, each Board committee completes an annual evaluation of its charter and recommends any revisions for Board review and approval.
- c. Each Committee has reviewed its charter, resulting in the recommendations of revisions to charters attached as Exhibit A through Exhibit D.
- d. The District’s Bylaws and Board Policies require updates to reflect the proposed committee name change in the Committee Charter from Public Information Committee to Customer and Public Engagement Committee, and updates are attached as Exhibits E-F.

### ACTION

The Governance Committee recommends Board approval of the standing committee charter revisions and updates to the District’s Bylaws and Board Policies, as shown in the attached Exhibit A through Exhibit F.

#### RECOMMENDED:

DocuSigned by:

*Scott M. Focht*

Scott M. Focht

Vice President – Corporate Strategy and Governance

#### APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

*L. Javier Fernandez*

L. Javier Fernandez

President and Chief Executive Officer

Attachments: Exhibits A-D – Standing Committee Charters Redline of Proposed Revisions  
Exhibit E – District Bylaws Redline of Proposed Updates  
Exhibit F – OPPD Board Policies Redline of Proposed Updates  
Resolution