

*your  
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## **Board Policies**

(As of April 2018)



November 2015

Today is a time of monumental change in the electric utility industry. Utilities must embrace innovation and move quickly to find new and better ways to deliver affordable, reliable and environmentally sensitive energy services to its customers.

With this in mind, OPPD's Board of Directors launched a Corporate Governance Initiative to assess and enhance its governance processes and practices. Initially chartered in December 2014, OPPD's Corporate Governance Initiative provided the Board and senior management an opportunity to discuss customer-owner wishes and to confirm strategic performance targets, Board governance principles, and the accountabilities and levels of empowerment for the organization to achieve desired results.

OPPD's Board policies consist of three categories, all designed to help optimize decision-making and clarify the following:

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

The Board policies within this book provide a clear and transparent foundation to which OPPD is accountable. These policies guide the organization's efforts to effectively and efficiently address current and future challenges, mitigate risks, pursue strategic opportunities, and optimize service to the District. They serve as an important tool to align the OPPD Board, leadership, employees and all OPPD resources to optimally serve its customer-owners.

Customer-owner feedback is an essential part of the process. Throughout the initial process, the public was given the opportunity to review policies and provide feedback to clarify their wishes. All governance workshops and meetings were open to the public, and publicly announced prior to the meeting. To keep the public informed, the Board Policies are available for review on [oppd.com/boardmeeting](http://oppd.com/boardmeeting). All future discussions regarding the Board Policies will be handled similarly.

OPPD's Board commits to monitor compliance and ensure OPPD creates plans of action to bring the organization into compliance where appropriate. This oversight provides an opportunity for the Board and senior management to clarify policy, revise policy when necessary, and ultimately deliver desired results for OPPD's customer-owners as well as an opportunity to develop additional policies, when necessary, as OPPD navigates this period of dynamic industry change.

Chair of the Board

President & CEO

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

***Mission:***


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

***Vision:***

OPPDD’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 goals.


	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy Name:</b>  <b>Rates</b>	<b>Policy No.:</b>	SD-2
		<b>Monitoring Method:</b>	Public Information Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>November 16, 2017</b>	<b>Resolution No:</b>	6070 6210

The Board of Directors shall establish a rate target of no general rate\* increases for a 5-year period starting January 1, 2017 and ending December 31, 2021, and a directional rate target of 20% below the West North Central Regional average published rates on a system average basis\*.

In implementing this rate target, OPPD shall adhere to these principles:

- 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; and
- Be simple and easy to understand.

*\*Defined in Glossary.*

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy Name:</b>  <b>Access to Credit Markets</b>	<b>Policy No.:</b>	SD-3
		<b>Monitoring Method:</b>	Finance, Insurance and Audit Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<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>Reliability</b>	<b>Policy No.:</b>	SD-4
		<b>Monitoring Method:</b>	System Management Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>October 13, 2016</b>	<b>Resolution No:</b>	6070 6144

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.

- 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.
- OPPD shall 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\*.
- OPPD shall 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 Name:</b>  <b>Customer Satisfaction</b>	<b>Policy No.:</b>	SD-5
		<b>Monitoring Method:</b>	Public Information Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>November 16, 2017</b>	<b>Resolution No:</b>	6070 6211


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:

- 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 Name:</b>  <b>Safety</b>	<b>Policy No.:</b>	SD-6
		<b>Monitoring Method:</b>	Public Information Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>November 17, 2016</b> <b>January 11, 2018</b>	<b>Resolution No:</b>	6070 6147 6224

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 Accident Rate (PVR\*) rate to < 4.00, as measured by the industry’s performance metric PVR.


*\*Defined in Glossary.*

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy Name:</b>  <b>Environmental Stewardship</b>	<b>Policy No.:</b>	SD-7
		<b>Monitoring Method:</b>	Public Information Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<b>Resolution No:</b>	6082

The Board is committed to operate OPPD in an environmentally sensitive manner.

Therefore:


- The Board establishes that a long-term goal of at least 30% of retail energy sales shall be supplied from renewable energy sources.
- OPPD shall conduct its business in a manner that meets all environmental regulatory standards and enhances natural resource conservation and stewardship.
- OPPD shall participate and provide leadership in the development of national, state, and regional environmental policies and initiatives that support OPPD’s mission.
- OPPD shall promote the efficient use of energy as a Company and by its customer-owners.
- OPPD shall, at the pace of value or in response to actual or anticipated environmental regulatory requirements, incorporate renewable generation into its generation portfolio.
- OPPD shall proactively engage its customer-owners and other stakeholders in meeting this directive.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Employee Relations</b>	<b>Policy No.:</b>	SD-8
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>January 12, 2017</b>	<b>Resolution No:</b>	6070 6165

The Board shall monitor the development and maintenance of an inclusive workplace reflective of OPPD’s core values that engages and inspires employees to commit to the vision and mission of OPPD.

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.
- Achieve employee engagement of 85 by 2020.
- Conduct a periodic culture survey and provide an annual report of culture survey 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 Name:</b>  <b>Resource Planning</b>	<b>Policy No.:</b>	SD-9
		<b>Monitoring Method:</b>	Systems Management Committee
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<b>Resolution No:</b>	6082

The Board of Directors recognizes that the District will have to adapt to the rapidly changing electric utility business environment. The OPPD resource planning process will provide the resources and analytical capability to adequately assess OPPD’s Integrated Resource Portfolio (or Supply and Demand Portfolio) to ensure reliable, competitive, cost-effective and environmentally sensitive service for our customers.

To attain this goal, OPPD shall:


- Periodically assess, for strategic and integrated resource plans, OPPD’s mix of generation assets, demand-side management programs, purchased power agreements and renewable energy resources.
- Utilize multiple scenarios to properly evaluate the range of risks posed by varying future assumptions such as, but not limited to fuel costs, economic growth, regulations and emerging technologies.
- Ensure all integrated resource strategic plans support and align with OPPD’s Strategic Directives.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Policy Name:</b>  <b>Ethics</b>	<b>Policy No.:</b>	SD-10
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b> <b>October 13, 2016</b>	<b>Resolution No:</b>	6082 6145

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 Name:</b>  <b>Economic Development</b>	<b>Policy No.:</b>	SD-11
		<b>Monitoring Method:</b>	Public Information Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

Promoting economic growth and vitality through the production of affordable, reliable, and environmentally sensitive energy is key to the success of OPPD. Therefore, OPPD shall exercise strategic leadership and actively participate in regional economic development.

Specifically, OPPD shall:


- Create and retain revenue for the District through the attraction of new business, the retention and expansion of existing business, and by fostering economic growth in our communities.
- Align and maintain leadership with regards to economic development activities with local, regional, and statewide initiatives.
- Promote innovation while maintaining rate affordability, aligned with SD-2, by offering economic programs or rates.
- Assist with site development by carrying out site due diligence and marketing efforts for large businesses and industrial customer-owners.
- Give periodic updates to the Board on economic development projects.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Strategic Direction
	<b>Information Management and Security</b>	<b>Policy No.:</b>	SD-12
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b> <b>March 10, 2016</b> <b>October 13, 2016</b>	<b>Resolution No:</b>	6082 6114 6146

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 Name:</b>  <b>Stakeholder Outreach and Engagement</b>	<b>Policy No.:</b>	SD-13
		<b>Monitoring Method:</b>	Public Information Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>February 15, 2018</b>	<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>Retirement Plan Funding</b>	<b>Policy No.:</b>	SD-14
		<b>Monitoring Method:</b>	Finance, Insurance and Audit Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<b>Resolution No:</b>	6082

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 Name:</b>  <b>Enterprise Risk Management</b>	<b>Policy No.:</b>	SD-15
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>June 15, 2017</b> <b>April 15, 2018</b>	<b>Resolution No:</b>	6070 6186 6241

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 Senior Manager 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.

	<b>OMAHA PUBLIC POWER DISTRICT Board Policy</b>	<b>Category:</b>	Board Staff–Linkage
	<b>Policy Name:</b>  <b>Board–President and Chief Executive Officer Relationship</b>	<b>Policy No.:</b>	BL-1
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

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 the results of the strategic directives.
  - 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 senior management team to implement OPPD strategic directives.
  - 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 senior management 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 Name:</b>  <b>Board – OPPD Officer Relationship</b>	<b>Policy No.:</b>	BL-1A
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>January 12, 2017</b>	<b>Resolution No:</b>	6168

OPPDP 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 Name:</b>  <b>Board-Outside General Counsel Relationship</b>	<b>Policy No.:</b>	BL-2
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<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 Name:</b>  <b>Board–Internal Auditor Relationship</b>	<b>Policy No.:</b>	BL-3
		<b>Monitoring Method:</b>	Finance, Insurance and Audit Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

Internal Auditing 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 Internal Auditing, including review of the organization, plans, and results of such activities.
- Internal Auditing shall report to the Chief Financial Officer (CFO) for all administrative matters. The CFO is responsible for hiring, evaluating and terminating the Division Manager – Corporate Auditing.
- The Division Manager – Corporate Auditing has an indirect reporting relationship to the President and Chief Executive Officer.
- Internal Auditing 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.
- Internal Auditing 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 Internal Auditing shall provide reasonable assurance regarding the achievement of the objectives listed in the Corporate Auditing Charter.
- In performance of their duties, Internal Auditing 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>Board–Corporate Secretary Relationship</b>	<b>Policy No.:</b>	BL-4
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

The Corporate Secretary provides key logistical and corporate support to the OPPD Board of Directors and Senior Management. 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 Senior Manager in relation to customer-owner affairs.
- Review and screen all internal and external materials, in relation to Board matters, for Directors and Senior Management 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 Senior Management or staff.

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

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.
- Directors shall have full and open access to Senior Management and other OPPD employees in order to ask questions and receive all information necessary to perform their duties. However, the Board, as a body, and individual Directors will never give direction to persons who report directly or indirectly to the CEO.
- Board Members shall refrain from conducting performance evaluations for any OPPD employee or staff member, other than the CEO.

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

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 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 directives 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 Name:</b>  <b>Delegation to the President and Chief Executive Officer</b>	<b>Policy No.:</b>	BL-7
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

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 an operational risk to the District in any way, the CEO shall inform the Board 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 Name:</b>	<b>Policy No.:</b>	BL-8
	<b>Delegation to the President and Chief Executive Officer – Procurement</b>	<b>Monitoring Method:</b>	System Management Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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 Name:</b>  <b>Delegation to the President and Chief Executive Officer – Local, State and Federal Legislation and Regulation</b>	<b>Policy No.:</b>	BL-9
		<b>Monitoring Method:</b>	Public Information Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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 Name:</b>  <b>Delegation to the President and Chief Executive Officer – Real and Personal Property</b>	<b>Policy No.:</b>	BL-10
		<b>Monitoring Method:</b>	System Management Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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 Name:</b>	<b>Policy No.:</b>	BL-11
	<b>Delegation to the President and Chief Executive Officer – Settlement of Claims and Litigation</b>	<b>Monitoring Method:</b>	Finance, Insurance and Audit Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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 Name: Delegation to the President and Chief Executive Officer – Transmission, Wholesale Electricity, Fuel and Other Energy Transactions</b>	<b>Policy No.:</b>	BL-12
		<b>Monitoring Method:</b>	System Management Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015 April 13, 2017</b>	<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 Name:</b>  <b>Delegation to the President and Chief Executive Officer – Grants</b>	<b>Policy No.:</b>	BL-13
		<b>Monitoring Method:</b>	Finance, Insurance and Audit Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<b>Resolution No:</b>	6082

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 directives, 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>Delegation to the President and Chief Executive Officer – Customer Products, Services and Programs</b>	<b>Policy No.:</b>	BL-14
		<b>Monitoring Method:</b>	Public Information Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<b>Resolution No:</b>	6082

OPPDD 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 Name:</b>	<b>Policy No.:</b>	BL-15
	<b>Delegation to the President and Chief Executive Officer – Funding and Investments</b>	<b>Monitoring Method:</b>	Finance, Insurance and Audit Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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>	Governance Process
	<b>Purpose of the Board</b>	<b>Policy No.:</b>	GP-1
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

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 the results of the strategic directives.
- 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>Governance Focus</b>	<b>Policy No.:</b>	GP-2
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<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>Board Job Description</b>	<b>Policy No.:</b>	GP-3
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

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 Directives, 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 Directives 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 Directive. Conduct a comprehensive review of the Strategic Directives every three years, commencing in 2018, or sooner if necessary.
- 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>Agenda Planning</b>	<b>Policy No.:</b>	GP-4
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

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 directives of OPPD and meets its other obligations as stated by law or policy.


Specifically:

- In December of each year, the Board shall develop an annual work plan comprised of topics and issues it wishes to explore or is required to address in the coming year, 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 annual 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>Election of the Board Officers</b>	<b>Policy No.:</b>	GP-5
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>January 12, 2017</b>	<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 Name:</b>  <b>Role of the Board Officers</b>	<b>Policy No.:</b>	GP-6
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b> <b>February 16, 2017</b>	<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, Insurance and Audit Committee Chair and preside over and facilitate the Finance, Insurance and Audit 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>Guidelines for Board Member Behavior</b>	<b>Policy No.:</b>	GP-7
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<b>Resolution No:</b>	6082

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.
- 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>Board Committee Principles</b>	<b>Policy No.:</b>	GP-8
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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 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, Investment and Audit
- Governance
- Nuclear Oversight
- Public Information
- Systems Management


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 Name:</b>  <b>Board Committee Chairs</b>	<b>Policy No.:</b>	GP-9
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<b>Resolution No:</b>	6082

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.
- Committee Chairs shall review and approve the committee agendas prior to circulation of the public notice of the meeting.
- Standing Committee Chairs shall present an agenda and summary report of items discussed at any closed committee meetings held prior to the monthly public committee meetings.
- Committee Chairs shall ensure that committee meetings focus on those issues which, according to Board policy, belong to the Board to decide.

Committee Chairs shall 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 Name:</b>  <b>Board Training, Orientation</b>	<b>Policy No.:</b>	GP-10
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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 Name:</b>	<b>Policy No.:</b>	GP-11
	<b>Board Review of Internal Records</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>October 15, 2015</b>	<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 Name:</b>	<b>Policy No.:</b>	GP-12
	<b>Board Compensation and Benefits</b>	<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<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 Name:</b>  <b>External Auditor Relationship</b>	<b>Policy No.:</b>	GP-13
		<b>Monitoring Method:</b>	Finance, Insurance and Audit Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<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 Name:</b>  <b>Board Travel Policy</b>	<b>Policy No.:</b>	GP-14
		<b>Monitoring Method:</b>	Governance Committee Board Report
		<b>Frequency:</b>	Annually
<b>Date of Approval:</b>	<b>July 16, 2015</b>	<b>Resolution No:</b>	6070

Directors shall have the opportunity to attend conferences, meetings, training, and various activities that are appropriate to their work as a Board member and provide value to the OPPD.


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 the following:

- All appropriate monthly expenses and travel expenses incurred on OPPD business by means of the respective expense form. The expense statement form must be signed by the Director and submitted to the Corporate Secretary. All statements will be reported to the Board of Directors at its next Audit Subcommittee meeting.
- The use of a Director’s personal vehicle on OPPD business will be reimbursed at the rate allowed by the United States Treasury Internal Revenue Service. Mileage shall be recorded and reported on the appropriate expense statement form.

Submitted expense statements shall follow generally accepted business practices of supporting claims for reimbursement with receipts for expenditures for materials and services of \$25 or over. For business travel, examples of required receipts include airline itineraries (with ticket costs noted), hotel receipts, ground transportation, registration receipts, and meals. The trip expense statement must be submitted within 30 days of the return date. In accordance with Internal Revenue Service guidelines, business expenses must be submitted within 120 days of the expenditure.



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

OPPPO'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 Nuclear Oversight Committee (NOC) shall monitor the safe and reliable operation of Fort Calhoun Station (FCS). In doing so, the NOC will periodically review nuclear business unit metrics to ensure that senior management and the full Board have the necessary information to allow effective monitoring and challenging of FCS operational performance.

The NOC Chair shall:

- Attend each of the following meetings, at least once per year:
  - Decommissioning Oversight Committee (DOC) Meeting
- Schedule and chair at least one NOC meeting per year at FCS.
- 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).

NOC 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.

## GLOSSARY

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<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>PVR</b>	<i>Preventable Vehicle Accident Rate:</i> The rate is calculated by multiplying the number of PVR 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.