

LOUP POWER DISTRICT
BOARD OF DIRECTORS
September 28, 2021

The regular meeting of the Board of Directors of the Loup River Public Power District was held at the Loup Power District Board Room, Columbus, Nebraska on September 28, 2021.

Notification of the meeting was published in the Columbus Telegram and on the Loup Power District website.

Director Knott presided as Chairman of the meeting and Assistant Secretary Angell Robak recorded the minutes.

Roll call showed:

Present: Tooley, Donoghue, Zach, Fleming, Cerv, Drozd, Langemeier, Aerni, Heesacker, Knott

Absent: None

Staff Present: Neal Suess, Korey Hobza, Walt Williams, Dan Hellbusch, Todd Duren, and Amanda Henry

Absent: None

Others: Pat Pope-former President and CEO of NPPD

Chairman Knott reminded everyone of the open meetings law and stipulated this meeting would be conducted according to the Nebraska open meetings law. Chairman Knott also stated he would be conducting the meeting based on Robert's Rules of Order.

President/CEO Suess welcomed Mr. Pope to the meeting.

The minutes of the August 24, 2021 meeting were approved.

The following reports were presented to the Directors: the August 2021 Staff Operations Report – Exhibit 21-138; the August 2021 Bank Reconciliation Report – Exhibit 21-139; the August 2021 Vendor Payment Report – Exhibit 21-140. Additional reports presented to the Directors included various financial metrics of the District for August 2021 – Exhibit 21-141; selected financial information – Exhibit 21-142; and NPPD's Board of Directors Board Meeting Agendas for the September 8-9, 2021 NPPD Board Meeting – Exhibit 21-143.

Executive Committee

A letter regarding Further Discussion on a Broadband Study in the Loup-Cornhusker Area is filed as Exhibit 21-144.

President/CEO Suess introduced Pat Pope, former President and CEO of NPPD and current consultant to NPPD, who was in attendance to discuss with the Board items related to the broadband study in the Loup-Cornhusker area. Mr. Pope discussed a number of issues regarding the broadband study, including a timeline of how this study came about, the important role rural broadband can play in economic development, and the public-private partnership aspect of

bringing broadband to rural areas. Management and the Board discussed at length various matters related to this topic.

Mr. Pope exited the meeting at 10:18 A.M.

At 10:18 A.M., President/CEO Suess called for a brief recess.

At 10:25 A.M., the meeting was reconvened.

A letter addressing District Water Issues is filed as Exhibit 21-145.

President/CEO Suess stated that management has filed additional information with FERC Staff regarding remediation measures, and FERC Staff will review the information to determine if a license amendment is needed. Mr. Suess reiterated that management had an e-mail exchange with Federal Energy Regulatory Commission (FERC) Staff regarding the continued review of the District's operation compliance plan and the United States Fish and Wildlife Service (USFWS) Biological Opinion (BO), and FERC Staff indicated they would make this review a priority; however, there has been no further communication since that e-mail exchange. President/CEO Suess reiterated the hearing on the District's intervention in the revised interbasin water transfer case was held on July 19, 2021, and stated the Department of Natural Resources (DNR) is reviewing the information and hearing transcripts. Mr. Suess stated the DNR could make a ruling at any time, and once that ruling is made, further discussion will take place regarding the next steps to be taken. President/CEO Suess indicated the District continues to hold in abeyance the Eighth Circuit Court of Appeals filing for review of the License Order, with the next filing expected to take place in early November 2021. Mr. Suess restated that management has submitted to FERC a plan and schedule for Canal remediation which indicates its sixty percent design drawings and calculations are expected to be completed and submitted to FERC by the end of October 2021. Mr. Suess stated this would allow for bidding of the project in spring 2022, with completion expected in fall 2022, noting that a possible license amendment could alter this timeline. President/CEO Suess indicated that, having received approval from the Corps of Engineers to proceed, work has begun to repair the jetties in the Loup River bypass reach that were damaged during the mid-March 2019 storm event. Management and the Board discussed several items related to the District's hydroelectric license.

A letter regarding a Discussion on Director Subdivisions is filed as Exhibit 21-146.

President/CEO indicated that management has been able to obtain all of the 2020 Census information for the District's chartered area, and noted that the current population in the chartered area is 53,241. Mr. Suess stated that, with ten subdivisions, the ideal subdivision would have a population of 5,324. Mr. Suess indicated that, with issues created by the population growth in both Columbus and Schuyler, it is impossible to meet the +/-5% ideal with four at-large members in Columbus; therefore, the District will need to consider moving ahead with either nine or eleven subdivisions. President/CEO Suess stated that, in a discussion with the Nebraska Secretary of State (SOS) office, the SOS indicated it is preferable to maintain an even stagger to Board terms and to follow the existing boundary lines, if possible. Mr. Suess noted that it will be difficult to keep the existing boundaries, given the population growth in Columbus and Schuyler and the population decline in rural areas. President/CEO Suess indicated that

management met with the Redistricting Committee, consisting of Directors Cerv, Donoghue, and Fleming, on September 14, 2021, after which four potential redistricting options were developed—three options with nine subdivisions and one option with eleven subdivisions. Mr. Sues shared specifics related to each of the four options, and included charts detailing population breakdowns of subdivisions, as well as maps illustrating boundaries. President/CEO Sues noted that the Nebraska Legislature is expected to finalize the redistricting maps during the Special Session, and added the counties will need these redistricting lines in order to make their changes. Mr. Sues indicated that boundaries for Subdivisions 4 and 5 may need to be altered, depending on how the City of Schuyler and the Schuyler Precinct are drawn up by the Colfax County Election Commissioner. President/CEO Sues stated that a nine-member Board would be the most cost-effective option for the District. Management and the Board discussed the four options put forth by management, as well as a suggested option for a seven-member Board. The recommendation of the Redistricting Committee was to move ahead with Option 1-3 for Director Subdivisions, which calls for a nine-member Board, will create the least amount of challenges from an election perspective, and is cost-effective.

Director Zach made a motion to move forward with Option 1-3 for Direction Subdivisions. Director Aerni seconded the motion.

Management and the Board discussed this matter further.

The question was called.

Aye: Tooley, Donoghue, Zach, Fleming, Cerv, Drozd, Langemeier, Aerni, Heesacker, Knott

Nay: None

Absent: None

The motion carried.

Personnel, Safety, and Insurance Committee

The Payroll Changes are filed as Exhibit 21-147.

President/CEO Sues noted that the internship of Evan Sliva has been extended beyond September 30, 2021.

President/CEO Sues recommended the Personnel, Safety, and Insurance Committee meet on Tuesday, October 12, 2021, at 9:00 A.M. in the Board room to discuss the wage proposal for 2022. Due to a scheduling conflict, the committee agreed to meet on Wednesday, October 13, 2021, at 9:00 A.M.

Support Services Committee

A letter regarding an Executive Session - Discussion and Possible Action on Option for Sale of Ground in East Industrial Park is filed as Exhibit 21-148.

At 11:08 A.M. Director Zach made a motion to move into Executive Session to discuss the potential option for sale of ground in East Industrial Park. Director Heesacker seconded the motion and roll was called.

Aye: Tooley, Donoghue, Zach, Fleming, Cerv, Drozd, Langemeier, Aerni, Heesacker, Knott
Nay: None
Absent: None
The motion carried.

At 11:32 A.M. Director Aerni made a motion to return to regular session. Director Heesacker seconded the motion and roll was called.

Aye: Tooley, Donoghue, Zach, Fleming, Cerv, Drozd, Langemeier, Aerni, Heesacker, Knott
Nay: None
Absent: None
The motion carried.

Director Fleming made a motion to allow management to negotiate terms and conditions regarding the option for sale of Land in East Industrial Park to Project Hexagon. Director Donoghue seconded the motion and roll was called.

Aye: Tooley, Donoghue, Zach, Fleming, Cerv, Drozd, Langemeier, Aerni, Heesacker, Knott
Nay: None
Absent: None
The motion carried.

At this time, Vice President of Corporate Services presented his report to the Board, which included a COVID-19 pandemic update as it relates to the District. Vice President of Accounting and Finance/CFO Williams presented his report to the Board, which included the financial report, filed as Exhibit 21-149. Reports to the Board were also presented by Vice President of Engineering Hobza and Vice President of Operations Hellbusch. Vice President of Corporate Services Duren presented the report prepared by Human Resource Manager Henry.

The work order letter is filed as Exhibit 21-150.

Director Cerv made a motion to approve the work order letter as presented. Director Donoghue seconded the motion and roll was called.

Aye: Tooley, Donoghue, Zach, Fleming, Cerv, Drozd, Langemeier, Aerni, Heesacker, Knott
Nay: None
Absent: None
The motion carried.

The next regular Board meeting is set for October 19, 2021 at 9:00 A.M., at the General Office.

Management continues to work with NPPD on possible outcomes due to FERC Order No. 2222, which deals with the potential aggregation of resources on the distribution system. Because of its

size, the District is currently automatically opted-out, but NPPD is looking at numerous possibilities. Continued discussions will occur at future Board meetings.

President/CEO Suess stated that NPPD is reviewing the PCA for 2022, and is trying to find a way to smooth out changes due to the large expected surplus from February 2021. Meetings are set for September 28 and October 4, 2021.

President/CEO Suess indicated that management has received the initial set of numbers from CPPD regarding Humphrey's annexation, and management will review the data and map out a plan with CPPD Staff to begin service to these customers.

Taste of Columbus will be held on Sunday, October 10, 2021 at the Ramada-Columbus.

Director Drozd made a motion to adjourn. Director Langemeier seconded the motion. The motion carried by voice vote.



Chairman of the Board



Assistant Secretary

10/19/2021

Date