

**STATE OF NEBRASKA
NEBRASKA POWER REVIEW BOARD**

IN THE MATTER OF THE PETITION) PETITION FOR CHARTER
OF THE CENTRAL NEBRASKA) AMENDMENT NO. 7
PUBLIC POWER AND IRRIGATION)
DISTRICT TO AMEND ITS CHARTER)

The Central Nebraska Public Power and Irrigation District (“the District”), by and through its attorneys, for its Petition for Charter Amendment No. 7, states as follows:

1. The District is a public power and irrigation district organized and existing under NEB. REV. STAT. §§ 70-601 *et seq.*, and is a public corporation and political subdivision of the State of Nebraska with its principal place of business located in Holdrege, Phelps County, Nebraska.

2. The District is engaged in the business of providing water for irrigation and for generating hydroelectric power and is without the ability to levy taxes or issue general obligation bonds.

3. On July 28, 2023, at a special meeting of the Board of Directors of the District, due and proper notice of said meeting having been given as provided by law, with _____ (___) members of said Board being present, upon a vote of record, the Board, by a vote of _____ (___) to _____ (___), to authorize that this Petition be filed with the Nebraska Power Review Board (“PRB”), in accordance with NEB. REV. STAT. § 70-662, containing the amendments to the Charter of the District described herein. A certified copy of District Resolution 23-03 authorizing said filing is attached hereto, marked as Exhibit “A”, and incorporated herein by this reference.

4. This Petition is filed to modify the chartered territory and represented territory of the District, to subdivide territory within its boundaries, to provide for a change in the general

description of the nature of the business in which it is engaged, to provide for a change in its name, to change the location of its principal place of business, to affirmatively state that the District does not have the power to levy taxes or issue general obligation bonds in accordance with NEB. REV. STAT. §§ 70-604(5), and to increase the number of members of its board of directors, all effective as of January 1, 2024, in order to reflect the merger of Dawson Public Power District (“Dawson”), a public power district organized and existing under NEB. REV. STAT. §§ 70-601 *et seq.*, into the District pursuant to that certain Plan of Consolidation by and between the District and Dawson effective as of October 24, 2022, a copy of which is attached hereto, marked as Exhibit “B”, and incorporated herein by this reference. Until January 1, 2024, both the District and Dawson shall operate under their respective charters in effect as of the date of filing of this Petition.

5. The District and Dawson engaged a third-party consultant to evaluate the proposed merger. Thereafter, each district, jointly and separately, on numerous occasions in 2021, 2022, and 2023, publicized agendas; published minutes; provided for public comment; held constituent, customer, and stakeholder forums; conducted interviews with local media; received constituent and customer comments; participated in a three (3) day hearing before the PRB in February 2023, during which sworn testimony was given and exhibits were offered in support of the merger; conducted a joint process to discuss, propose, recommend, and adopt bylaws for the District as consolidated which included customers of both the District and Dawson on the committee that developed and recommended said bylaws; and provided multiple opportunities to the public, customers, and stakeholders to comment on proposals and recommendations related or pertaining to this Petition, the Plan of Consolidation, and the subject matters involved therewith.

6. The District shall be named Platte River Public Power & Irrigation District.

7. The District shall be composed of the following territory (“Territory”):

The municipalities constituting said District shall be the chartered territory of the following (all references to voting precincts, cities and villages shall be the boundaries of such as each existed on December 31, 2021):

Gosper County; Kearney County; Phelps County; Buffalo County, excluding the cities of Elm Creek, Gibbon, Kearney, Ravenna, and Shelton; Dawson County, excluding the cities of Cozad, Gothenburg, and Lexington; Lincoln County, excluding the cities of North Platte and Sutherland, and excluding Medicine Voting Precinct and Wallace Voting Precinct; the following voting precincts in Custer County: Elim/Triumph/Wayne Voting Precinct, and Wood River Voting Precinct, excluding the Village of Oconto; the following voting precinct in Frontier County: Eustis Voting Precinct; the following voting precincts in Sherman County: Harrison Voting Precinct, excluding the villages of Hazard and Litchfield, and Rockville Voting Precinct, excluding the Village of Rockville; and

The represented territory of Keith County in accordance with Neb. Rev. Stat. § 70-612(4). The boundaries of said District shall be the boundaries of said counties or voting precincts in accordance with Chapter 70, Article 6 of the Nebraska Statutes.

8. The foregoing amendment materially alters the Territory of the District by incorporating the entirety of the former Chartered Territory of Dawson. Pursuant to NEB. REV. STAT. § 70-612(1)(b), because the District is engaged in furnishing electric light and power and in the business of owning and operating irrigation works, the Territory of the District will be subdivided without regard to population by following precinct and county boundary lines, as depicted on the map attached hereto, marked as Exhibit "C", and incorporated herein by this reference. This amendment is in the interest of, and in no way prejudices, the rural users of electricity and users of irrigation water service served by either the District or Dawson or those in the surrounding service areas.

9. The Territory of the District shall be divided into seven (7) subdivisions for purposes of nominating and electing members to the board offices or filling a vacancy in a board office pursuant to NEB. REV. STAT. § 70-615, as follows:

Subdivision 1 shall be composed and consist of Buffalo County, excluding the cities of Elm Creek, Gibbon, Kearney, Ravenna, and Shelton; the Harrison Voting Precinct, excluding the villages of Hazard and Litchfield, located in Sherman County; and the Rockville Voting Precinct, excluding the Village of Rockville, in Sherman County.

Subdivision 2 shall be composed and consist of Kearney County.

Subdivision 3 shall be composed and consist of Dawson County, excluding the cities of Cozad, Gothenburg and Lexington; the Elim/Triumph/Wayne Voting Precinct, located in Custer County; and the Wood River Voting Precinct, excluding the Village of Oconto, located in Custer County.

Subdivision 4 shall be composed and consist of Phelps County.

Subdivision 5 shall be composed and consist of Lincoln County, excluding the cities of North Platte and Sutherland, and excluding the Medicine Voting Precinct and the Wallace Voting Precinct.

Subdivision 6 shall be composed and consist of Gosper County and the Eustis Voting Precinct located in Frontier County.

Subdivision 7 shall be composed and consist of Keith County.

All references to voting precincts, cities, and villages shall be the boundaries as each existed on December 31, 2021.

10. The chartered territory of the District will have within its boundaries 25 or more cities and villages. In accordance with NEB. REV. STAT. § 70-604(7), the Board of Directors of the District shall consist of 23 board offices on January 1, 2024, as set forth and identified on the chart attached hereto, marked as Exhibit “D”, and incorporated herein by this reference. Subdivisions 1, 3, 5, and 6 will each have four (4) board offices, Subdivisions 2 and 4 will each have three (3) board offices, and Subdivision 7 will have one (1) board office. On January 9, 2025, the Board of Directors will reduce to 19 board offices. On January 7, 2027, the Board of Directors will reduce to 16 board offices. On and after January 4, 2029, the Board of Directors shall consist of 14 board offices. As set forth more completely in Exhibit “D”, board offices are designated by subdivision and election cycle, with those board offices which are permanent designated as either “A” or “B”

and those board offices which shall expire at varying dates prior to January 4, 2029 designated as “C” or “D”. A vacancy in a board office designated as “C” or “D” which occurs after January 1, 2024 shall not be filled and shall result in the expiration of said board office as of the effective date of said vacancy.

11. On January 1, 2024, the Board of Directors of the District shall include all directors of the District and all directors of Dawson in office on December 31, 2023, enabling each such director to continue to serve until the expiration of the term of office for which the director has been elected in accordance with NEB. REV. STAT. § 70-604.08, each director being assigned to one of the 23 board offices as of January 1, 2024. The name, address, assigned board office, and group to which each director will be assigned, in accordance with NEB. REV. STAT. § 70-604(7), is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>	<u>Group</u>
Brad Brodine	Elm Creek, NE	1A	2024
Dan Muhlbach	Kearney, NE	1C	2024
Scott Olson	Minden, NE	2A	2024
A.C. “Pat” Hecox	Gothenburg, NE	3A	2024
Robert Dahlgren	Bertrand, NE	4C	2024
Rodger White	Hershey, NE	5C	2024
Joe Jeffrey	Lexington, NE	6A	2024
William Knoezer	Elwood, NE	6C	2024
Martin Mueller	Ogallala, NE	7A	2024
Craig Wietjes	Riverdale, NE	1B	2026
Dudley Nelson	Axtell, NE	2B	2026
Bob Kennicutt	Eddyville, NE	3C	2026
Roger Olson	Holdrege, NE	4A	2026
Page Peterson	Gothenburg, NE	5A	2026
Kyle Shepherd	North Platte, NE	5D	2026
Tim Boyle	Elwood, NE	6D	2026
Mary Wroblewski	Ravenna, NE	1D	2028
David Nelson	Minden, NE	2C	2028
Tyler Kugler	Elwood, NE	3B	2028
David Rowe	Johnson Lake, NE	3D	2028

Brent Soneson	Phelps County	4B	2028
David Pieper	North Platte, NE	5B	2028
Geoffrey Bogle	Elwood, NE	6B	2028
Elected in 2028	Keith County	7B	2028

12. The District owns and operates irrigation works in Keith County. Therefore, Keith County shall be a “represented territory” on the Board of Directors of the District in accordance with NEB. REV. STAT. § 70-612(4).

13. The proposed changes to the Charter of the District are set forth below and are set forth in the restatement of Charter attached hereto, marked as Exhibit “E”, and incorporated herein by this reference:

- a. Section/Paragraph (2) shall be amended to read as follows:

The ~~N~~name of the ~~d~~District shall be "~~The Central Nebraska~~Platte River Public Power ~~and~~& Irrigation District" (“District”).

- b. Section/Paragraph (3) shall be amended to read as follows:

The municipalities constituting said District shall be the chartered territory of the following (all references to voting precincts, cities, and villages shall be the boundaries of such as each existed on December 31, 2021):

~~Adams County, Gosper County; Kearney County;~~ Phelps County; ~~and Gosper County~~ Buffalo County, excluding the cities of Elm Creek, Gibbon, Kearney, Ravenna, and Shelton; ~~and the following counties outside its chartered territory:~~ Dawson County, excluding the cities of Cozad, Gothenburg, and Lexington; Lincoln County, excluding the cities of North Platte and Sutherland, and excluding Medicine Voting Precinct and Wallace Voting Precinct;

The following voting precincts in Custer County: Elim/Triumph/Wayne Voting Precinct, and Wood River Voting Precinct, excluding the Village of Oconto; the following voting precinct in Frontier County: Eustis Voting Precinct; the following voting precincts in Sherman County: Harrison Voting Precinct, excluding the villages of Hazard and Litchfield, and Rockville Voting Precinct, excluding the Village of Rockville;

~~and~~And the represented territory of Keith County (pursuant to Neb. Rev. Stat. § 70-617(4)), and that the boundaries of said District be the boundaries of ~~the~~ said counties or voting precincts in accordance with Chapter 70, Article 6 of the

Nebraska Statutes. ~~Each of said counties shall constitute a subdivision of said District for the purpose of nominating and electing directors, and the boundaries of each county shall comprise the boundary of such subdivision. Three directors shall be nominated and elected from each county comprising a subdivision within the chartered territory, and one director shall be nominated and elected from each county outside the chartered territory. Effective January 6, 2011, Adams County shall be removed from the chartered territory of the District and the boundaries of said district shall be changed accordingly.~~

- c. Section/Paragraph (4) shall be amended to read as follows:

The District intends to engage in any business authorized by law for public power and irrigation districts including, primarily, the owning and operating of irrigation works to deliver surface water and the generation and distribution of electric light and power ~~and the business of owning and operating irrigation works, and, its method of operation will be to continue to serve customers located within the boundaries of the District from its plants, systems and irrigation works, electric generation plants and distribution system at the lowest possible rates consistent with sound business practices.~~ The ~~plants, systems and irrigations~~irrigation works, electric generation plants and distribution system of the District, the operation of the same, the exercise of powers, and the assumption of duties and responsibilities, of or on the part of this District do not nullify, conflict with, or materially affect those of, or on the part of, any other district.

- d. Section/Paragraph (5) shall be amended to read as follows:

~~That the location of the principal place of business of the dDistrict shall be Holdrege~~
Lexington, Phelps-Dawson County, Nebraska.

- e. Section/Paragraph (6) shall be amended to read as follows:

~~Said~~The dDistrict shall not have the power to assess or levy any taxes nor to issue general obligation bonds.

- f. Section/Paragraph (7) shall be amended to read as follows:

~~That the Board of Directors of said District shall consist of fifteen members~~23 board offices until January 6, 2011, at which time the Board of Directors of the District shall be reduced to twelve members by the removal of Adams County from the chartered territory of the District.January 9, 2025, at which time the Board of Directors will reduce to 19 board offices. On January 7, 2027, the Board of Directors will reduce to 16 board offices. On and after January 4, 2029, the Board of Directors shall consist of 14 board offices. ~~Members-Directors of the Board of Directors of the District shall be qualified electors of said dDistrict, and that the Board of Directors shall consist of the persons hereinafter named whose addresses are opposite their respective names, and who are hereby divided into three (3) separate groups; the first group from to hold office until their successors are elected~~

at the ~~2004~~2024 general state election; the second group to hold office until their successors are elected at the ~~2006~~2026 general state election; the third group to hold office until their successors are elected at the ~~2008~~2028 general state election, ~~to-wit:~~

<u>NAME</u>	<u>ADDRESS (Nebraska)</u>	<u>GROUP</u>
Robert L. Johnson	Hastings, Adams County	First
Robert A. Garrett	Minden, Kearney County	First
C. Lloyd Erickson	Holdrege, Phelps County	First
Geoffrey K. Bogle	Elwood, Gosper County	First
Stephen M. Anderson	Lexington, Dawson County	First
Wendell E. Johnson	Roseland, Adams County	Second
K. Scott Olson	Minden, Kearney County	Second
Gary W. Dahlgren	Bertrand, Phelps County	Second
William Knoerzer	Elwood, Gosper County	Second
John J. DeTuerk, Jr.	Ogallala, Keith County	Second
O. J. McDougal, Jr.	Hastings, Adams County	Third
Dudley L. Nelson	Axtell, Kearney County	Third
Roger D. Olson	Holdrege, Phelps County	Third
Doyle D. Lavene	Bertrand, Gosper County	Third
Robert L. Petersen	North Platte, Lincoln County	Third

~~If for any reason any successor takes office or is appointed for one of the foregoing directors prior to the effective date of this Amended Petition for Creation, the successor shall replace the named director for a term of office as set forth in Chapter 70, Article 6 of the Nebraska Statutes.~~

g. Section/Paragraph (8) shall be added to read as follows:

(8) The District’s Territory shall be divided into seven (7) subdivisions for purposes of nominating and electing directors to the board offices and to fill vacancies (all references to voting precincts, cities, and villages shall be the boundaries of such as each existed on December 31, 2021):

Subdivision 1 shall be composed and consist of Buffalo County, excluding the cities of Elm Creek, Gibbon, Kearney, Ravenna, and Shelton; the Harrison Voting Precinct, excluding the villages of Hazard and Litchfield, located in Sherman County; and the Rockville Voting Precinct, excluding the Village of Rockville, in Sherman County.

Subdivision 2 shall be composed and consist of Kearney County.

Subdivision 3 shall be composed and consist of Dawson County, excluding the cities of Cozad, Gothenburg and Lexington; the Elim/Triumph/Wayne Voting Precinct, located in Custer County; and the Wood River Voting Precinct, excluding the Village of Oconto, located in Custer County.

Subdivision 4 shall be composed and consist of Phelps County.

Subdivision 5 shall be composed and consist of Lincoln County, excluding the cities of North Platte and Sutherland, and excluding the Medicine Voting Precinct and the Wallace Voting Precinct.

Subdivision 6 shall be composed and consist of Gosper County and the Eustis Voting Precinct located in Frontier County.

Subdivision 7 shall be composed and consist of Keith County.

14. At the July 5, 2023 regular meeting of the Board of Directors of the District referenced hereinabove, the Board, by a vote of ten (10) to two (2), adopted Amended & Restated Bylaws of the District which will take effect, and are expressly contingent, upon issuance by the PRB of a Certificate approving Charter Amendment No. 7. A certified copy of District Resolution 23-02 adopting said Amended & Restated Bylaws is attached hereto, marked as Exhibit “F”, and incorporated herein by this reference.

15. The amendments to the Charter of the District set forth hereinabove will not be contrary to the best interests of the District, nor will they jeopardize or impair the rights of the creditors of the District. To ensure they do not jeopardize or impair the rights of the creditors of Dawson, the bonded indebtedness of said district shall be assumed by the District and shall be addressed in a manner consistent with Exhibit “G”, attached hereto and by this reference incorporated herein. The amendments to the Charter of the District set forth hereinabove are in the best interest of the customers and residents of both the District and Dawson and should be approved.

WHEREFORE, the District requests that the Nebraska Power Review Board publish the required notice and issue a Certificate approving Charter Amendment 7, effective January 1, 2024, and do all and further things required by or appropriate under the laws of the State of Nebraska.

Dated: July 28, 2023.

THE CENTRAL NEBRASKA PUBLIC
POWER AND IRRIGATION DISTRICT,
Petitioner

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RESOLUTION NO. 23-03

APPROVE AMENDMENT OF CHARTER

WHEREAS, the Board of Directors and management of The Central Nebraska Public Power and Irrigation District have been engaged since November 2020 in discussions with the board of directors and management of Dawson Public Power District as to whether a combination of the two districts, through operational agreements, merger, or other means, would benefit the customers and residents of the districts; and

WHEREAS, having engaged in such discussions; explored and studied the potential integration of the two public entities; solicited and received input from the customers and residents of the District on potential consolidation; considered all relevant factors related to the proposed consolidation of the districts; negotiated with the board of directors and management of Dawson Public Power District and reached agreement on a mutually acceptable and beneficial merger and consolidation of the districts; previously approved, by a vote of 9 to 3, Resolution No. 22-04 on October 24, 2022 to amend the charter of the District to accomplish same; developed and approved bylaws to govern said consolidated district; and engaged in ongoing conversations with individuals and entities opposed to the merger, the Board of Directors deems it to be in the continuing best interest of the customers and residents of the District to consolidate with Dawson Public Power District; and

WHEREAS, in conjunction with Resolution No. 22-03 adopted by the Board of Directors on October 24, 2022, in order to effectuate the merger of Dawson Public Power District into the District as set forth in the Plan of Consolidation approved thereby, it is necessary to amend the charter of the District to modify the chartered territory and represented territory of the District, to subdivide territory within the boundaries of the District, to provide for a change in the general description of the nature of the business in which the District is engaged, to provide for a change in the name of the District, to change the location of the principal place of business of the District, and to increase the number of members of the board of directors of the District, in accordance with Neb. Rev. Stat. § 70-662; and

WHEREAS, consistent with that certain order of the Nebraska Power Review Board dated April 21, 2023 pertaining to that certain Petition to Amend filed by the District therewith on October 25, 2022, it is necessary to amend the charter of the District to affirmatively state that the District does not have the power to levy taxes or issue general obligation bonds, as required by Neb. Rev. Stat. § 70-604(5); and

WHEREAS, the Board of Directors has reviewed proposed Charter Amendment No. 7 at its duly called and authorized regular meeting on July 5, 2023 and at a duly called and authorized special meeting of the Board of Directors on July 28, 2023.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors, in accordance with Neb. Rev. Stat. § 70-662, by a vote of ____ (____) to ____ (____), with ____ directors present and ____ directors abstaining, authorizes and approves Charter Amendment No. 7 to the charter of The Central Nebraska Public Power and Irrigation District, in the form set forth in that certain Petition for Charter Amendment No. 7; and

BE IT FURTHER RESOLVED, that the Board finds that the division of the territory of the District into subdivisions without regard to population is permitted and authorized by Neb. Rev. Stat. § 70-612(1)(b) because the District is engaged in furnishing electric light and power and in the business of owning and operating irrigation works, that seven (7) subdivisions shall be in the best interest of the customers and residents of the District, and that such division will not prejudice the interests of rural users or electricity or users of irrigation water service in the District; and

BE IT FURTHER RESOLVED, that, in accordance with Neb. Rev. Stat. § 70-612(4), the Board finds that it is in the best interest of the customers and residents of the District to continue, as it has since 1993, to have representation on the Board of Directors from Keith County, which is located outside the chartered territory of the District, because irrigation works of the District are located in Keith County; and

BE IT FURTHER RESOLVED, that the Board finds that it is in the best interest of the customers and residents of the District that the Board of Directors consist of 23 board offices on January 1, 2024, that same be reduced to 19 board offices on January 9, 2025 and further reduced to 16 board offices on January 7, 2027, with the Board of Directors consisting of 14 board offices on and after January 4, 2029, with two (2) directors representing each subdivision; and

BE IT FURTHER RESOLVED, that the Board hereby authorizes and directs the officers, management, and legal counsel of the District to submit and file said Petition for Charter Amendment No. 7 with the Nebraska Power Review Board, in accordance with Neb. Rev. Stat. § 70-663, to make such revisions to said Petition for Charter Amendment No. 7 as may be reasonably necessary to effectuate and realize the intent and objective of this resolution, and to take any and all actions necessary to facilitate the consideration and decision on said petition by the Nebraska Power Review Board; and

BE IT FINALLY RESOLVED, that all such changes made in Charter Amendment No. 7 shall become effective on January 1, 2024 upon confirmation and approval of said amendments by the Nebraska Power Review Board.

Certification of Secretary

I, EMILY J. ANDERSON, certify that I am the duly appointed Assistant Secretary of The Central Nebraska Public Power and Irrigation District Board of Directors. I further certify that the above is a true excerpt from the minutes of a duly authorized and called special meeting of the Board of Directors on the 28th day of July, 2023, at which a quorum was present, and the above portion of the minutes has not been modified or rescinded.

IN WITNESS WHEREOF, I have hereunto subscribed my name and caused the Seal of The Central Nebraska Public Power and Irrigation District to be affixed thereto, this ___ day of July, 2023.

[SEAL]

Assistant Secretary

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

THIS PLAN OF CONSOLIDATION (“Plan of Consolidation”) is made and entered into as of October 24, 2022 (“Effective Date”) by and between **The Central Nebraska Public Power and Irrigation District**, a Nebraska public corporation and political subdivision (“Central”), and **Dawson Public Power District**, a Nebraska public corporation and political subdivision (“Dawson”), which shall be collectively referred to herein as the “Districts.”

RECITALS

WHEREAS, Central is a public power and irrigation district duly organized and existing under the laws of the State of Nebraska engaged in the business of generating electric power and owning and operating irrigations works in the counties of Dawson, Gosper, Kearney, Keith, Lincoln, and Phelps; and

WHEREAS, Dawson is a public power district duly organized and existing under the laws of the State of Nebraska to own and operate an electric distribution system, including all required distribution and transmission lines necessary thereto, to provide electric light and power in all or portions of the counties of Buffalo, Custer, Dawson, Frontier, Gosper, Lincoln, and Sherman; and

WHEREAS, the Districts are organized for and engaged in complimentary businesses and conduct their respective business in the same or adjacent counties; and

WHEREAS, “water for the purposes of irrigation in the State of Nebraska is hereby declared to be a natural want,” (Neb. Rev. Stat. §46-201); and

WHEREAS, it is the public policy of the State of Nebraska “to provide the citizens of the state with adequate electric service at as low overall cost as possible, consistent with sound business practices” (Neb. Rev. Stat. §70-1001); and

WHEREAS, the respective boards of directors and management of the Districts have, since 2020, been engaged in an intentional discussion as to whether a combination of the Districts, through operational agreements, merger, or other means, would benefit the customers of the Districts and further public policy; and

WHEREAS, the respective boards of directors of the Districts have studied and engaged consultants to study said concept, have received the findings of a study prepared by the engaged consultants of said concept, have facilitated discussions in furtherance of said concept, and have authorized representatives of each District to engage in negotiations to determine the terms for realization of the concept through a combination of the Districts; and

WHEREAS, the authorized representatives of the Districts negotiated said terms and presented those to their respective boards of directors during the week of October 3, 2022; and

WHEREAS, the Districts have, jointly and separately, on numerous occasions since November 5, 2020, publicized agendas, published minutes, provided for public comment, held customer and stakeholder forums, conducted interviews with local media, and received constituent and customer comments, including, but not limited to, those outlined on Schedule A, attached hereto and by this reference incorporated herein; and

WHEREAS, the respective boards of directors have determined that a consolidation of the Districts will best serve the interests of their respective customers, rate payers, residents of their chartered territories, and the State of Nebraska; and

WHEREAS, Central shall be considered the surviving district and Dawson shall be deemed the dissolving district.

NOW THEREFORE, in consideration of the premises and of the mutual promises, covenants, agreements, and provisions herein contained, Central and Dawson hereby agree as follows:

1. Consolidation Date. The consolidation shall be achieved, accomplished, and realized by the merger of Dawson into Central effective July 1, 2023 (the “Consolidation Date”) provided that all necessary approvals are granted by said date. Said Consolidation Date shall be continued as necessary if any required approvals or related circumstances cause or necessitate said continuation.

2. Name. On the Consolidation Date, Central shall be renamed Platte River Public Power & Irrigation District (“PRPPID”).

3. Purposes. The primary purposes of PRPPID shall be to, at as low an overall cost as possible, deliver surface irrigation, distribute electrical power, and operate hydropower facilities to generate electrical power for wholesale and retail distribution. The secondary purposes of PRPPID shall be to recharge groundwater, enhance the environment, provide recreational opportunities, and facilitate economic development.

4. Territory. On the Consolidation Date, the territory of PRPPID shall comprise a) the chartered territory of i) Buffalo County, excluding the cities of Elm Creek, Gibbon, Kearney, Ravenna, and Shelton; ii) Elim/Triumph/Wayne Voting Precinct and Wood River Voting Precinct, excluding the Village of Oconto, in Custer County; iii) Dawson County, excluding the cities of Cozad, Gothenburg, and Lexington; iv) Eustis Voting Precinct in Frontier County; v) Gosper County; vi) Kearney County; vii) Lincoln County, excluding the cities of North Platte and Sutherland and the voting precincts of Medicine and Wallace; viii) Phelps County; and ix) Harrison Voting Precinct, excluding the villages of Hazard and Litchfield, and Rockville Voting Precinct, excluding the Village of Rockville in Sherman County; and b) the represented territory of Keith County in accordance with Neb. Rev. Stat. §70-612(4) (collectively, the “Territory”), as depicted on Schedule B, attached hereto and by this reference incorporated herein.

5. Effect of Consolidation. On the Consolidation Date, the separate existence of Dawson shall cease and all the rights, privileges, powers, and franchises thereof, both of a public and private nature, shall vest in PRPPID, without further act or deed or other transfer.

6. Governing Documents. On the Consolidation Date, the Charter, as amended concurrent herewith, and Bylaws of Central shall be the Charter and Bylaws of PRPPID and the rules, regulations, and policies of Central with regard to the delivery of surface irrigation, operation of hydropower facilities, and distribution of wholesale electrical power and the rules, regulations, and policies of Dawson with regard to the distribution of retail electrical power shall be the rules, regulations and policies on said subjects of PRPPID.

7. Board of Directors. On and after January 4, 2029, the board of directors of PRPPID shall consist of 14 members. In furtherance thereof:

a. The Territory shall be divided into seven (7) subdivisions for the purpose of electing directors, as follows:

- i. Subdivision One shall comprise the Territory situated in Buffalo and Sherman counties.
- ii. Subdivision Two shall comprise the Territory situated in Kearney County.
- iii. Subdivision Three shall comprise the Territory situated in Custer and Dawson counties.
- iv. Subdivision Four shall comprise the Territory situated in Phelps County.
- v. Subdivision Five shall comprise the Territory situated in Lincoln County.
- vi. Subdivision Six shall comprise the Territory situated in Frontier and Gosper counties.
- vii. Subdivision Seven shall comprise the Territory situated in Keith County.

The subdivisions of PRPPID are depicted on Schedule C, attached hereto and by this reference incorporated herein.

b. Directors shall be elected to a six (6) year term. If there is a vacancy in a board office prior to the expiration of the current term for said board office, the vacancy shall be filled in accordance with Neb. Rev. Stat. §70-615.

c. On and after January 4, 2029, each subdivision shall be represented by two (2) board offices, the terms of which shall be staggered so that no subdivision elects two (2) directors at the same general state election after the Consolidation Date. The initial election cycle for each subdivision of PRPPID, implemented through the 2024, 2026, and 2028 general state elections, shall be as follows:

- i. Subdivision One shall elect directors in 2024 and 2026.
- ii. Subdivision Two shall elect directors in 2024 and 2026.

- iii. Subdivision Three shall elect directors in 2024 and 2028.
- iv. Subdivision Four shall elect directors in 2026 and 2028.
- v. Subdivision Five shall elect directors in 2026 and 2028.
- vi. Subdivision Six shall elect directors in 2024 and 2028.
- vii. Subdivision Seven shall elect directors in 2024 and 2028.

d. After the 2022 general state election, each director of Central and each director of Dawson who will be in office on January 6, 2023 shall be assigned, by term expiration in last name alphabetical order, to a board office for the subdivision of PRPPID in which they will reside on the Consolidation Date. For purposes of such assignment, the board offices in each subdivision of PRPPID shall be designated by letter, with those board offices designated as A and B continuing in perpetuity. Those board offices which are not designated as A or B shall expire upon the conclusion of the term of the member serving in said board office on the Consolidation Date or upon the existence of a vacancy in said board office during said term. For purposes of illustration, Schedule D reflects the assignment of the directors of the Districts as of the Effective Date in accordance with this section and notes which board offices continue in perpetuity and which board offices will expire as set forth herein

e. On the Consolidation Date, the board of directors of PRPPID shall have 23 members, consisting of those individuals who were a director of Central or a director of Dawson on June 30, 2023. The number of PRPPID board offices shall be reduced from 23 on the Consolidation Date to 14 on January 5, 2029 through either the conclusion of terms of office for those members occupying a board office not designated as A or B, as set forth in Section 7.d above, or the existence of a vacancy in said board office after the Consolidation Date. Accordingly, on January 9, 2025, the board of directors shall not have more than 19 members, and, on January 7, 2027, the board of directors shall not have more than 16 members.

f. The board of directors of PRPPID shall meet monthly commencing with the month which incorporates the Consolidation Date. The board of directors shall meet in Phelps County, Nebraska not less than semiannually.

g. The board of directors shall initially have the following committees: Administration & Human Resources; Distribution Services; Finance; Land & Recreation Management; Power & Facilities; Public Relations; Water Services. The scope of work, location and frequency of meetings, and number of members of each committee shall be established by the Board of Directors. Committee members shall be assigned by the president after consultation with the directors of PRPPID.

8. Officers. The officers of PRPPID shall be a president, vice president, secretary, and treasurer. In furtherance thereof:

a. Elections shall be held at the first meeting of the board of directors of PRPPID on or after the Consolidation Date. The inaugural president and vice president of PRPPID shall consist of one director from Central and one director from Dawson. Once the president is elected, only directors of PRPPID who were directors of the predecessor district which the president was not a director of may be nominated

for and elected to serve as vice president. The inaugural Treasurer and Secretary of PRPPID shall consist of one director from Central and one director from Dawson. Once the Treasurer is elected, only directors of PRPPID who were directors of the predecessor district which the president was not a director of may be nominated for and elected to serve as Secretary.

b. Those elected at the first meeting of the board of directors of PRPPID shall serve until their successors have been duly elected and taken office at the first meeting of the board of directors of PRPPID held on or after January 9, 2025.

9. Management & Divisions. As of the Consolidation Date, Devin Brundage and Gwen Kautz shall each serve as general managers for PRPPID, both of whom shall, individually and jointly, report and be accountable to the board of directors. PRPPID will have three (3) operational divisions, comprising District Services, Distribution, and Production. In furtherance thereof:

a. District Services comprises Financial, Information Technology, Natural Resources, and Public Relations.

b. Distribution comprises Electric Distribution, Engineering, and Fleet & Facilities.

c. Production comprises Irrigation & Water Services, Water Supply, and Hydroelectric Production & Supply.

10. Facilities. On the Consolidation Date, PRPPID will have facilities located in Bertrand, Gothenburg, Holdrege, Kearney, Lexington, North Platte, Ravenna, and Sumner and will have hydropower facilities near Jeffrey Lake, Johnson Lake, and Lake McConaughy. It is understood that the following new facilities will be designed, constructed, and built after the Consolidation Date: Irrigation & Water Resource Headquarters in or near Holdrege, Nebraska; Irrigation Service Facility in or near Bertrand, Nebraska; and Office & Meeting Facility at Lake McConaughy, Nebraska.

11. Financial Units. PRPPID will have five (5) units for financial and accounting purposes ("Financial Unit"), comprising District Services, Energy Distribution, Glendo, Hydro-Irrigation, and Kingsley. The revenue and expenses of each Financial Unit shall, to the extent it is feasible to do so, consistent with state and federal laws and regulations, and in accordance with generally accepted accounting principles for state and local governments, be kept entirely separate. Revenue of one Financial Unit shall not be used to pay an obligation of another Financial Unit unless it is determined by the Board of Directors to be in the best interest of PRPPID and its customers and is approved by the affirmative vote of three-fifths (3/5) of the directors of PRPPID; provided, however, that said funds shall be repaid by the Financial Unit owing said obligation pursuant to terms established by the board of directors at the time of approval. Notwithstanding the foregoing, revenue of the Glendo and Kingsley Financial Units may not be used or approved for use to pay an obligation of another Financial Unit.

12. Assets & Liabilities. On the Consolidation Date, all property of Dawson, whether real, personal, or mixed, all assets, claims, liabilities, and obligations of Dawson, all other things in action of Dawson, and all, each, and every other interest of Dawson shall vest in PRPPID, without further act or deed or other transfer. Evidence of such transfer, assignment, and conveyance shall be duly filed, recorded, or otherwise provided to such public offices, agencies, third parties, and others deemed necessary to have evidence thereof. The title to any and all real estate vested in Central or Dawson under the laws of the State of Nebraska or any other jurisdiction, by deed or otherwise, shall not revert nor be in any manner impaired by the consolidation of the Districts.

13. Bonded Indebtedness of Dawson. On the Consolidation Date, PRPPID shall assume responsibility for all outstanding Dawson indebtedness. In furtherance thereof:

a. The Districts acknowledge that, as of the Effective Date, Dawson has issued, and there are now outstanding, certain revenue bonds as described on Schedule E, attached hereto and by this reference incorporated herein (“Outstanding Dawson Bonds”), for which the revenues from the sale of electrical energy by Dawson through its electrical distribution system have been pledged under the terms of resolutions adopted by the board of directors of Dawson governing the Outstanding Dawson Bonds (the “Dawson Bond Resolutions”). Pursuant to the terms of the Dawson Bond Resolutions, each of the Outstanding Dawson Bonds may not be redeemed until its applicable “Call Date” set forth on said schedule.

b. The Districts acknowledge that, as of the Effective Date, Dawson has incurred, and there are now outstanding, two (2) loans as described on Schedule F, attached hereto and by this reference incorporated herein (“Outstanding Dawson Loans”), for which the revenues from the sale of electrical energy by Dawson through its electrical distribution system have been pledged under the terms of resolutions adopted by the board of directors of Dawson governing the Outstanding Dawson Loans (the “Dawson Loan Resolutions”).

c. On or prior to the Consolidation Date, Dawson, with its own funds or funds provided by Central, may redeem all, some, or none of those Outstanding Dawson Bonds which are callable as of the Consolidation Date. If funds are provided by Central, same shall, as of the Consolidation Date, be treated as an obligation of the Energy Distribution Financial Unit of PRPPID as set forth in Section 11 hereinabove and shall be repaid in accordance with the terms mutually agreed to by the Districts.

d. On or prior to the Consolidation Date, the Districts shall establish with a national or state bank with appropriate trust powers (the “Escrow Agent”) one or more escrow accounts (each, an “Escrow Account”) governed by one or more escrow agreements in a form satisfactory to the Districts and the Escrow Agent (each, an “Escrow Agreement”) into which sufficient cash and other government-backed securities (each, an “Escrow Deposit”) will be deposited on such terms and in such amounts as necessary to ensure that each and all of the Outstanding Dawson Bonds not otherwise redeemed in accordance with Section 13.c hereinabove will no longer be outstanding under the terms of the Dawson Bond Resolutions.

e. Prior to the Consolidation Date, the Districts shall negotiate the assignment by Dawson and the assumption by PRPPID of the Outstanding Dawson Loans effective as of the Consolidation Date. Debt service on said loans shall be paid from the revenue from the sale of electrical energy by PRPPID through its electrical distribution system.

14. Reserve Fund. As of the Consolidation Date, the reserve and board designated funds of the Districts shall be allocated and designated, by Financial Unit where applicable, as set forth on Schedule G, attached hereto and by this reference incorporated herein.

15. Rates. The rates for electrical distribution of Dawson and the rates for irrigation water delivery of Central in effect on June 30, 2023 shall, as of the Consolidation Date, be the corresponding rates of PRPPID and shall remain in effect through December 31, 2024. Said rates may be increased prior to December 31, 2024 by the affirmative vote of three-fifths (3/5) of the directors of PRPPID.

16. Employee Matters. On the Consolidation Date, all employees of Dawson and all employees of Central shall be employees of PRPPID ("PRPPID Employees"). In furtherance thereof:

a. All PRPPID Employees who had been employees of Dawson or employees of Central on June 30, 2023 shall retain their status, pay rate, compensation, and benefits through December 31, 2023. Notwithstanding the foregoing, individual PRPPID Employees may experience a change in status, pay rate, compensation, and benefits due to changes in job description, duties, or for reasons related to individual performance.

b. Where benefits are consistent, the employee benefit plans of Dawson will be merged into the employee benefit plans of Central and become the employee benefit plans of PRPPID as of the Consolidation Date. Where benefits are inconsistent, PRPPID shall maintain separate employee benefit plans for PRPPID Employees who were employees of Dawson on June 30, 2022.

c. PRPPID Employees hired on or after the Consolidation Date will be enrolled in the employee benefit plans of PRPPID.

d. The Dawson and Central health insurance plans as of June 30, 2023 will be continued through December 31, 2023.

e. No PRPPID Employee who was an employee of Central or Dawson on or after June 1, 2023 shall have their compensation or benefits negatively impacted by becoming a PRPPID Employee on the Consolidation Date.

f. A unified compensation and benefits matrix for PRPPID Employees will be developed by PRPPID management and, upon approval by the board of directors of PRPPID, be effective on January 1, 2024.

17. Pending Claims. All tort claims pursuant to the Nebraska Political Subdivision Tort Claims Act pending with the Districts on or before February 28, 2023 shall be reviewed and the course of action related thereto determined by the respective Districts on or before June 30, 2023.

18. Contracts. After the Effective Date, management of Central and Dawson shall identify those contracts and agreements which are duplicative in the nature and type of benefits, services, or products rendered to the Districts and recommend a course of action with regard to each for consideration by the general managers of the Districts on or before January 1, 2023.

19. Compensation of Directors. As of the Consolidation Date, directors of PRPPID shall receive not more than \$13,440 annually and the president of PRPPID shall receive not more than \$15,120 annually, which limits shall be prorated for the period of time from the Consolidation Date to December 31, 2023. Directors will be paid a per diem of \$300 for meetings of the board of directors, its committees, or of PRPPID attended in person, \$200 for meetings of the board of directors and its committees attended virtually, and \$400 for meetings of affiliate entities attended in person.

20. Enabling Actions Authorized. Subsequent to the approval by the Power Review Board of that certain petition to amend submitted by Central and that certain petition to dissolve submitted by Dawson in furtherance of the consolidation of the Districts, the officers, general managers, and legal counsel of the Districts are authorized to take any and all actions necessary to implement this Plan of Consolidation which are not explicitly prohibited thereby.

21. Interim Action. From the Effective Date through the Consolidation Date, Central and Dawson shall continue to function as separate and distinct entities and shall act consistent therewith. Both Districts shall keep in force contracts of insurance pertaining to their property, assets, and operations until the Consolidation Date and shall assume all risk of loss, destruction or damage due to fire or other casualty prior to the Consolidation Date. Notwithstanding the foregoing, neither Central nor Dawson shall take any such action which would obligate, impair, harm, preclude, or affect the business of the other district or of PRPPID after the Consolidation Date without first giving notice to, conferring with, and, as it pertains to the business of the other district or PRPPID, receiving written consent from, the president and general manager of the other district.

22. Governing Law. This Plan of Consolidation shall be governed by the laws of the State of Nebraska.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, on behalf of the parties hereto, acknowledge, affirm, and attest by duly executing this Plan of Consolidation as of the Effective Date that said Plan of Consolidation was submitted to the respective boards of directors of the Districts and was affirmatively approved by three-fifths (3/5) of the members of each of said boards of directors on October 24, 2022.

**The Central Nebraska Public Power and
Irrigation District**, a Nebraska political
subdivision

David Rowe, President

ATTEST

Martin Mueller, Vice President

Dawson Public Power District, a Nebraska
political subdivision

A. C. Hecox, President

ATTEST

Dan Muhlbach, Vice President

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

Schedule A

Chronology of Outreach (Not Comprehensive)

December 2020 through October 2022 regular Board of Directors meetings (23 meetings) for The Central Nebraska Public Power and Irrigation District included a time for Public Input and had “District Integration” on the Agenda.

December 2020 through October 2022 regular Board of Directors meetings (23 meetings) for Dawson Public Power District included a time for Public Comment and had “Beyond 2020” on the Agenda

1. Public Announcement by Districts of Initial Conversations November 5, 2020
2. “Dawson and Central Nebraska discuss merger,” NTV ABC November 6, 2020
3. Press Release: Central Approval of Joint Study December 7, 2020
4. “CNPPID, Dawson study possible merger,” *Kearney Hub* December 8, 2020
5. “CNPPID, Dawson Public Power study possible merger,”
Lexington Clipper-Herald December 8, 2020
6. “Central Explores Merger with Dawson,” *The Communicator* January 2021
7. Rowe, Brundage Attend Dawson Board Meeting January 6, 2021
8. Press Release: Hecox, Kautz Attend Central Board Meeting January 7, 2021
9. “CNPPID, Dawson holding study to see if consolidation is
economically and strategically beneficial,” *Lexington Clipper-Herald* January 13, 2021
10. “CNPPID, Dawson keep examining potential merger,”
North Platte Telegraph January 14, 2021
11. Press Release: Retaining Consultant for Study January 14, 2021
12. Discussion with Tri-County Water Users Association Board January 20, 2021
13. Press Release: Phase I Study Starting January 26, 2021
14. Discussion with Tri-County Water Users Association Board February 16, 2021
15. Press Release: Central Votes to Move to Phase II April 5, 2021
16. “CNPPID will keep exploring potential consolidation,”
North Platte Telegraph April 7, 2021
17. Press Release: Phase I Study Results, Vote to Move to Phase II April 9, 2021
18. “Early study results show benefits of a potential merger between
DPPD and CNPPID,” *Lexington Clipper-Herald* April 14, 2021
19. “Early Study Results Show Benefit of Merger,” *The Communicator* May 2021
20. “Phase I Results,” *Dawson PPD Dynamo* May 2021
21. Dawson County Economic Development Group Tours of Project May 12 & 18 2021
22. “Dawson Board/Employees Tour Project,” *The Communicator* July 2021
23. Meeting with Tri-County Water Users Association Executive
Director July 2, 2021
24. Central text message to all irrigation customers scheduled to
receive water in 2022 re Tri-County Water Users Association annual meeting August 30, 2021

- | | |
|---|--------------------|
| 25. Presentation at Tri-County Water Users Association annual meeting | September 7, 2021 |
| 26. Presentation to Holdrege Rotary Club | September 30, 2021 |
| 27. Meeting with Phelps County Development Corporation Director | October 27, 2021 |
| 28. "1+1>2," <i>Dawson PPD Dynamo</i> | November 2021 |
| 29. Discussion with Tri-County Water Users Association Board | November 5, 2021 |
| 30. "Central/Dawson Move to Phase 3," "Q&A," <i>The Communicator</i> | February 2022 |
| 31. Joint Public Meeting of Districts' Boards of Directors in Kearney | February 3, 2022 |
| 32. "Merger debated between Dawson, Central," <i>Kearney Hub</i> | February 4, 2022 |
| 33. "Merger debated between Dawson Public Power, Central Nebraska Public Power," <i>North Platte Telegraph</i> | February 4, 2022 |
| 34. "Two public power districts could merge," NTV ABC | February 7, 2022 |
| 35. "CNPPID, Dawson moves to next phase of consolidation plan," <i>North Platte Telegraph</i> | February 7, 2022 |
| 36. Press Release: Vote to Move to Phase III | February 7, 2022 |
| 37. Press Release: Central Vote to Move to Phase III | February 8, 2022 |
| 38. "Dawson, Central will proceed studying merger," <i>Kearney Hub</i> | February 8, 2022 |
| 39. Central text message to all irrigation customers scheduled to receive water in 2022 re merger update | February 16, 2022 |
| 40. Phase 2 Results, Report from Power Systems Engineering | February 25, 2022 |
| 41. "Merger Update," <i>Dawson PPD Dynamo</i> | March 2022 |
| 42. Email notice from Dicke to Tri-County Water Users Association Board re information meetings schedule | March 3, 2022 |
| 43. Central text message to all irrigation customers scheduled to receive water in 2022 re schedule of information meetings | March 8, 2022 |
| 44. Press Release: Group Informational Meetings on Merger | March 8, 2022 |
| 45. Information Meetings (2) with Central Irrigation Customers | March 14, 2022 |
| 46. Information Meetings (2) with Central Irrigation Customers | March 15, 2022 |
| 47. Information Meeting with Central Irrigation Customers | March 17, 2022 |
| 48. Information Meetings (2) with Central Irrigation Customers | March 21, 2022 |
| 49. "Ask the Board: Pat Hecox," <i>Dawson PPD Dynamo</i> | May 2022 |
| 50. Meeting with Holdrege Chamber of Commerce | June 22, 2022 |
| 51. Staffed Booth at Bertrand Fair & Rodeo in Bertrand | June 25-28, 2022 |
| 52. "Update: Central & Dawson in Phase 3," <i>The Communicator</i> | July 2022 |
| 53. Press Release: Board Update to Merger Proposal | July 7, 2022 |
| 54. Joint Public Meeting of Districts' Boards of Directors in Kearney | August 31, 2022 |
| 55. "Twelve Values of the Merger," <i>Dawson PPD Dynamo</i> , mailing | September 2022 |
| 56. Press Release: Vote to Move to Phase IV | September 6, 2022 |
| 57. Press Release: Update to Central Board on Merger Process | September 6, 2022 |
| 58. "Dawson Public Power discusses benefits of merger," <i>Lexington Clipper-Herald</i> | September 7, 2022 |
| 59. "CNPPID moves to final phase of merger study with Dawson," <i>North Platte Telegraph</i> | September 8, 2022 |
| 60. "CNPPID, Dawson PPD merger nears final stages," <i>Kearney Hub</i> | September 9, 2022 |
| 61. Dawson Customer Meeting in Lexington | September 14, 2022 |
| 62. Central's Water Services Subcommittee meets with Tri-County Water Users Association representatives | September 19, 2022 |

- | | |
|--|--------------------|
| 63. Presentation to Johnson Lakes Development, Incorporated | September 20, 2022 |
| 64. Presentation to Nebraska LEAD Program Fellows | October 4, 2022 |
| 65. "Merger votes coming soon," <i>Kearney Hub</i> | October 5, 2022 |
| 66. Presentation to Lake McConaughy Lessees, Inc. | October 5, 2022 |
| 67. Press Release: Schedule of Open Houses | October 6, 2022 |
| 68. Central text message to all irrigation customers scheduled to receive water in 2022 re schedule of open houses | October 6, 2022 |
| 69. "CNPPID gets update on consolidation," <i>North Platte Telegraph</i> | October 6, 2022 |
| 70. KRVN Radio Interview of General Managers Brundage, Kautz | October 7, 2022 |
| 71. "CNPPID receives update on potential consolidation,"
<i>Lexington Clipper-Herald</i> | October 7, 2022 |
| 72. Open Houses (2) in Holdrege | October 12, 2022 |
| 73. Open Houses (2) in Lexington | October 13, 2022 |
| 74. Open House in North Platte | October 18, 2022 |
| 75. Open House in Kearney | October 19, 2022 |
| 76. "Power districts merger vote scheduled for Monday,"
<i>North Platte Telegraph</i> | October 19, 2022 |
| 77. Open House in Elwood | October 20, 2022 |

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION



Schedule B

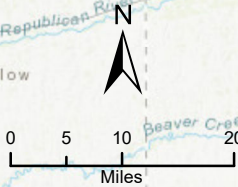
Map of Territory

[Attached]

Territory

LEGEND

-  Chartered Territory
-  Represented Territory



THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

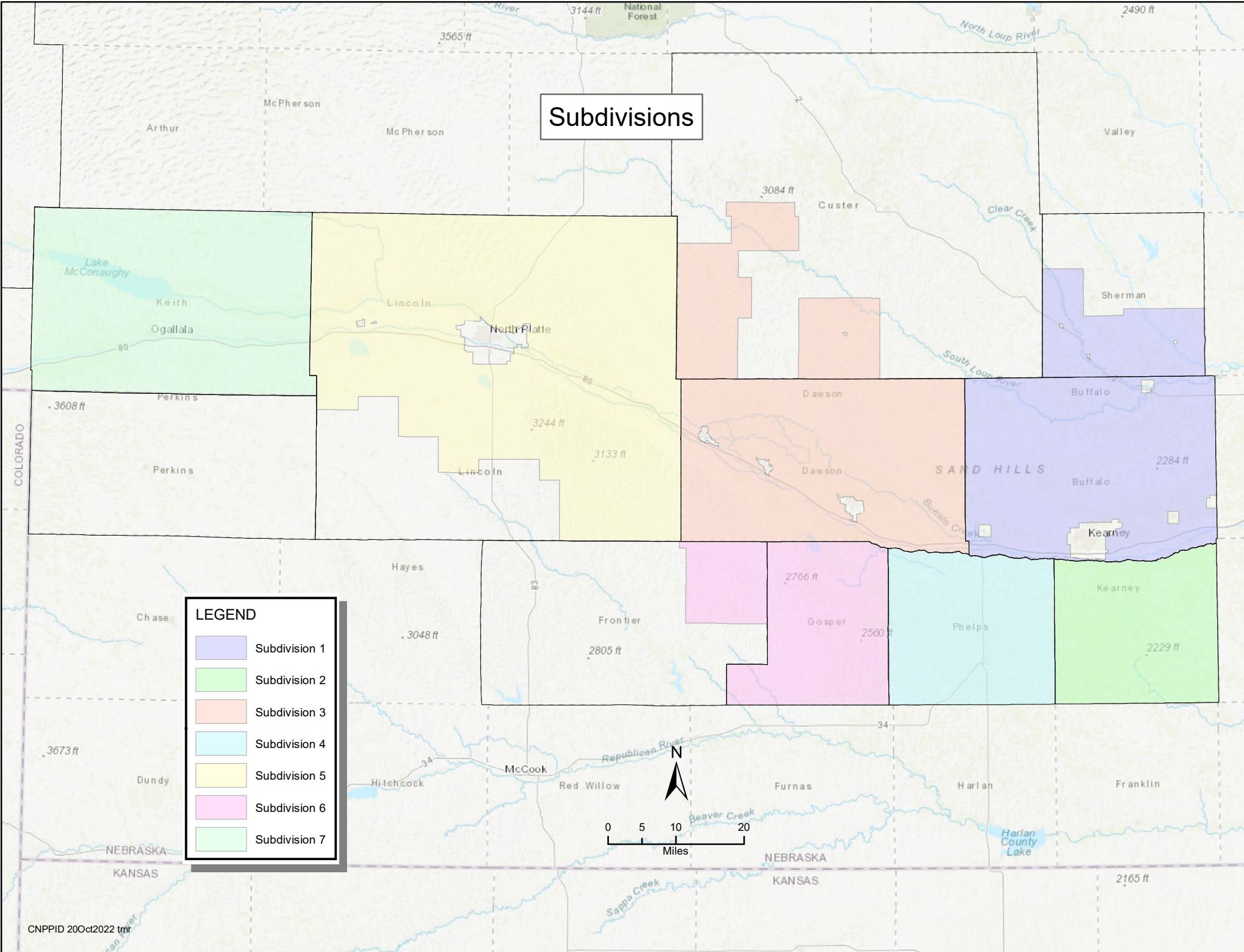
PLAN OF CONSOLIDATION

Schedule C

Map of Subdivisions

[Attached]

Subdivisions



LEGEND

- Subdivision 1
- Subdivision 2
- Subdivision 3
- Subdivision 4
- Subdivision 5
- Subdivision 6
- Subdivision 7

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

Schedule D

Assignment of Directors to District Board Offices (Illustration)

<u>Subdivision</u>	<u>Office</u>	<u>Effective Date Holder</u>	<u>Term Expires</u>
One	A	Brodine	2024
	B	Weitjes	2026
	C	Muhlbach	2024
	D	Dwiggins*	2028
Two	A	Olson, S.	2024
	B	Nelson, Du.	2026
	C	Nelson, Da.*	2028
Three	A	Hecox	2024
	B	Batie*	2028
	C	Kennicutt	2026
	D	Rowe*	2028
Four	A	Olson, R.	2026
	B	Vacant*	2028
	C	Dahlgren	2024
Five	A	Peterson	2026
	B	Henry*	2028
	C	White	2024
	D	Shepherd	2026
Six	A	Jeffrey	2024
	B	Bogle*	2028
	C	Knoezer	2024
	D	Boyle	2026
Seven	A	Mueller	2024
	B	First Elected in 2028	2034

** Reflects incumbents re-elected in 2022 where running; no incumbent running in 3B or 4B*

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

Schedule E

Bonded Indebtedness of Dawson Public Power District

<u>Issuance</u>	<u>Outstanding Principal</u> [^]	<u>Outstanding Coupons</u>	<u>Call Date</u>
Series 2016A	\$3,675,000	1.350% – 2.600%	07/20/21
Series 2016B	\$5,280,000	1.400% - 3.050%	08/24/21
Series 2017A	\$8,205,000	1.500% - 3.500%	08/23/22
Series 2017B	\$4,575,000	1.900% - 3.000%	10/04/22
Series 2018A	\$8,300,000	2.150% - 3.500%	07/18/23
Series 2018B	\$4,195,000	2.100% - 3.000%	08/22/23
Series 2019	\$8,855,000	2.150% - 3.000%	08/22/24
Series 2020	\$5,225,000	2.000%	08/31/25

[^]*As of August 16, 2022*

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

Schedule F

Loan Indebtedness of Dawson Public Power District

<u>Credit Facility</u>	<u>Outstanding Principal</u> [^]	<u>Rate</u>	<u>Payoff Date</u>
CoBank Loan 01	\$2,717,917	1.470%	12/31/29
CoBank Loan 02	\$4,281,350	1.290%	12/31/29

^As of August 16, 2022

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

Schedule G

Designation of Reserve Funds effective July 1, 2023

<u>Designation</u>	<u>Unit</u> ⁺	<u>Value</u> [~]
Capital Projects	HI	\$29,000,000
Contingency Reserve	HI	\$14,000,000
Electric Rate Stabilization	ED	\$4,000,000
FERC Licensing [^]	HI	\$15,000,000
Glendo Reserve	G	\$3,000
Irrigation Rate Stabilization	HI	\$10,000,000
Kingsley Reserve	K	\$3,000,000
Kingsley Hydro Falling Water [^]	HI	\$4,000,000
Operations Reserve [^]	DS	\$10,000,000
Project Boundary	HI	\$13,000,000
Water Resources Service*	HI	TBD
	Total	\$102,003,000

⁺*Units: District Services (DS), Energy Distribution (ED), Glendo (G), Hydro-Irrigation (HI), Kingsley (K)*

[~]*Values approximate as of September 30, 2022*

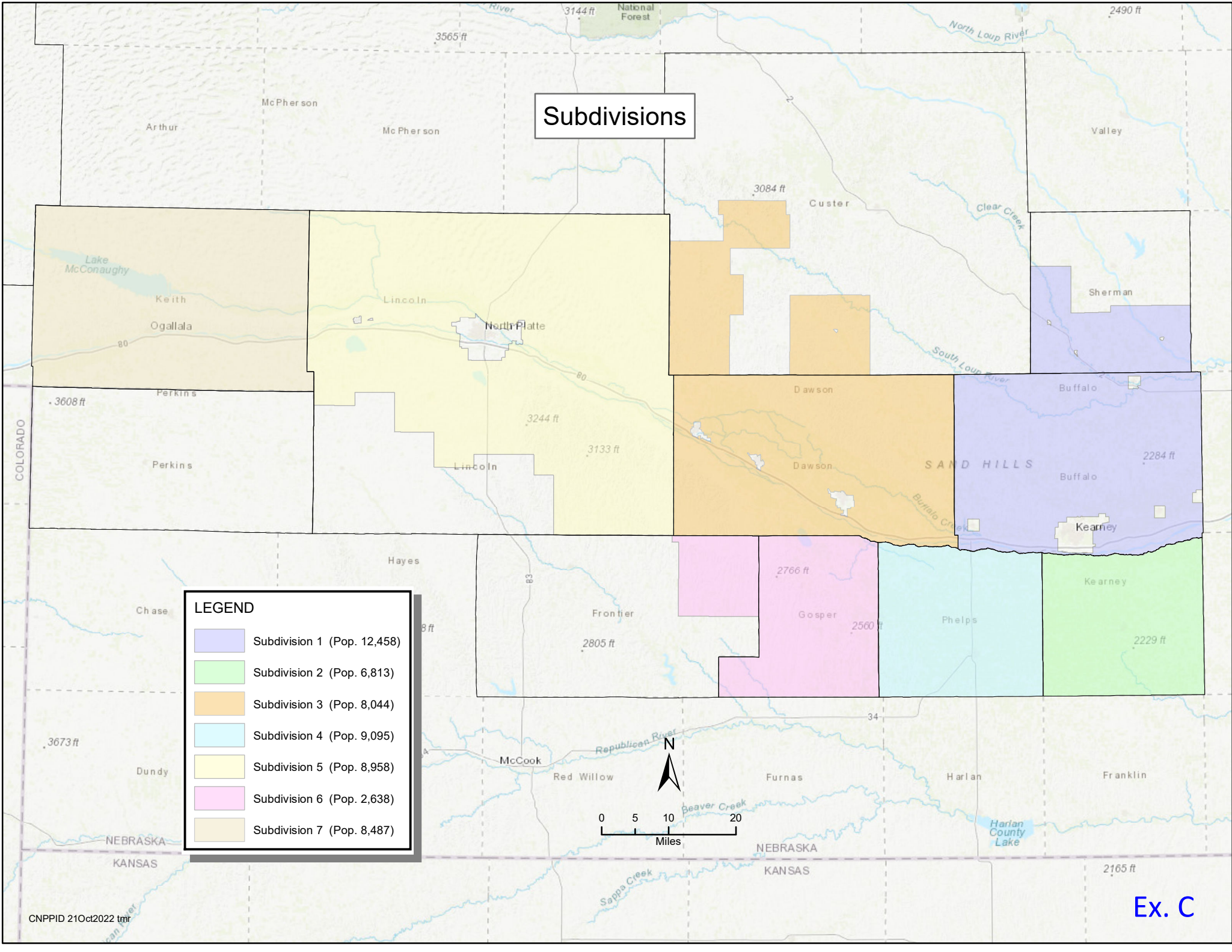
[^]*Funds available for intraunit loan to pay obligation; on or before the Consolidation Date, the amount and terms of use of funds shall be solely determined by the Board of Directors of The Central Nebraska Public Power and Irrigation District*

**Contractual obligation for water recharge, exact amount will be determined by agreement with the State of Nebraska and the Platte River Recovery Implementation Program after the Effective Date and prior to the Consolidation Date*

Subdivisions

LEGEND

- Subdivision 1 (Pop. 12,458)
- Subdivision 2 (Pop. 6,813)
- Subdivision 3 (Pop. 8,044)
- Subdivision 4 (Pop. 9,095)
- Subdivision 5 (Pop. 8,958)
- Subdivision 6 (Pop. 2,638)
- Subdivision 7 (Pop. 8,487)



**Platte River Public Power & Irrigation District
Board of Directors - Offices by Subdivision | Election Cycle**

January 1, 2024 Offices		
Office	Subdivision	Term Expires
1A	One	2024
1B	One	2026
1C	One	2024
1D	One	2028
2A	Two	2024
2B	Two	2026
2C	Two	2028
3A	Three	2024
3B	Three	2028
3C	Three	2026
3D	Three	2028
4A	Four	2026
4B	Four	2028
4C	Four	2024
5A	Five	2026
5B	Five	2028
5C	Five	2024
5D	Five	2026
6A	Six	2024
6B	Six	2028
6C	Six	2024
6D	Six	2026
7A	Seven	2024
7B*	Seven	2034

*Office first elected in November 2028

Notes
Chartered Territory subdivisions have been grouped as follows for election cycles: [1, 3, 5]; [2, 4, 6]. Each subdivision has an election in 2 of 3 cycles. Each grouping has 2 offices elected each cycle. In each subdivision, A and B denote permanent offices that will be elected after January 1, 2024. C, D, and E (gray) offices will not be elected nor vacancies filled on or after January 1, 2024. Directors will be assigned offices (A, B, C, D, E) by election year in alphabetical order within subdivision. 7B (green) does not join board until January 2029 and is first elected November 2028. All directors in office on January 1, 2024 complete their current term.

Board Size post-Election Cycle		
In Office On	Subdivision	# of Directors
1/1/2024	One	4
	Two	3
	Three	4
	Four	3
	Five	4
	Six	4
	Seven	1
		23
1/9/2025	One	3
	Two	3
	Three	4
	Four	2
	Five	3
	Six	3
	Seven	1
		19
1/7/2027	Sub 1	3
	Sub 2	3
	Sub 3	3
	Sub 4	2
	Sub 5	2
	Sub 6	2
	Sub 7	1
		16
1/4/2029 CHARTERED SIZE	Sub 1	2
	Sub 2	2
	Sub 3	2
	Sub 4	2
	Sub 5	2
	Sub 6	2
	Sub 7	2
		14

RESTATEMENT OF THE CURRENT CHARTER
FOR
~~THE CENTRAL NEBRASKA~~PLATTE RIVER PUBLIC POWER ~~AND &~~
IRRIGATION DISTRICT

(1) This Charter shall become effective and be in full force immediately upon the issuance of the certificate of approval by the Nebraska Power Review Board.

(2) The ~~N~~name of the district shall be "~~The Central Nebraska~~Platte River Public Power ~~and &~~ Irrigation District" ("District").

(3) The municipalities constituting said District shall be the chartered territory of the following (all references to voting precincts, cities, and villages shall be the boundaries of such as each existed on December 31, 2021):

~~Adams County, Gosper County;~~ Kearney County;~~;~~ Phelps County;~~;~~ ~~and Gosper County Buffalo County, excluding the cities of Elm Creek, Gibbon, Kearney, Ravenna, and Shelton; and the following counties outside its chartered territory:-~~ Dawson County, excluding the cities of Cozad, Gothenburg, and Lexington; Lincoln County, excluding the cities of North Platte and Sutherland, and excluding Medicine Voting Precinct and Wallace Voting Precinct;

The following voting precincts in Custer County: Elim/Triumph/Wayne Voting Precinct, and Wood River Voting Precinct, excluding the Village of Oconto; the following voting precinct in Frontier County: Eustis Voting Precinct; the following voting precincts in Sherman County: Harrison Voting Precinct, excluding the villages of Hazard and Litchfield, and Rockville Voting Precinct, excluding the Village of Rockville;

~~and~~ And the represented territory of Keith County (pursuant to Neb. Rev. Stat. §70-617(4)), and that the boundaries of said District be the boundaries of the said counties or voting precincts in accordance with Chapter 70, Article 6 of the Nebraska Statutes. Each of said counties shall constitute a subdivision of said District for the purpose of nominating and electing directors, and the boundaries of each county shall comprise the boundary of such subdivision. Three directors shall be nominated and elected from each county comprising a subdivision within the chartered territory, and one director shall be nominated and elected from each county outside the chartered territory. Effective January 6, 2011, Adams County shall be removed from the chartered territory of the District and the boundaries of said district shall be changed accordingly.

(4) The District intends to engage in any business authorized by law for public power and irrigation districts including, primarily, the owning and operating of irrigation works to deliver surface water and the generation and distribution of electric light and power ~~and the business of owning and operating irrigation works, and,~~ its method of operation will be to continue to serve customers located within the boundaries of the District from its plants, systems and irrigation works, electric generation plants and distribution system at the lowest

possible rates consistent with sound business practices. The ~~plants, systems and irrigations~~irrigation works, electric generation plants and distribution system of the District, the operation of the same, the exercise of powers, and the assumption of duties and responsibilities, of or on the part of this District do not nullify, conflict with, or materially affect those of, or on the part of, any other district.

(5) ~~That~~ the location of the principal place of business of the ~~d~~District shall be ~~Holdrege~~Lexington, ~~Phelps~~Dawson County, Nebraska.

(6) ~~Said~~The ~~d~~District shall not have the power to ~~assess or~~ levy ~~any~~ taxes nor to issue general obligation bonds.

(7) ~~That~~ the Board of Directors of said District shall consist of ~~fifteen members~~23 board offices until ~~January 6, 2011, at which time the Board of Directors of the District shall be reduced to twelve members by the removal of Adams County from the chartered territory of the District.~~January 9, 2025, at which time the Board of Directors will reduce to 19 board offices. On January 7, 2027, the Board of Directors will reduce to 16 board offices. On and after January 4, 2029, the Board of Directors shall consist of 14 board offices. ~~Members~~Directors of the ~~Board of Directors~~ of the District shall be qualified electors of said ~~d~~District, ~~and that the Board of Directors shall consist of the persons hereinafter named whose addresses are opposite their respective names, and who are hereby~~ divided into three (3) separate groups; the first group to hold office until their successors are elected at the ~~2004~~2024 general state election; the second group to hold office until their successors are elected at the ~~2006~~2026 general state election; the third group to hold office until their successors are elected at the ~~2008~~2028 general state election, ~~to-wit:~~

<u>NAME</u>	<u>ADDRESS (Nebraska)</u>	<u>GROUP</u>
Robert L. Johnson	Hastings, Adams County	First
Robert A. Garrett	Minden, Kearney County	First
C. Lloyd Erickson	Holdrege, Phelps County	First
Geoffrey K. Bogle	Elwood, Gosper County	First
Stephen M. Anderson	Lexington, Dawson County	First
Wendell E. Johnson	Roseland, Adams County	Second
K. Scott Olson	Minden, Kearney County	Second
Gary W. Dahlgren	Bertrand, Phelps County	Second
William Knoerzer	Elwood, Gosper County	Second
John J. DeTuerk, Jr.	Ogallala, Keith County	Second
O. J. McDougal, Jr.	Hastings, Adams County	Third
Dudley L. Nelson	Axtell, Kearney County	Third
Roger D. Olson	Holdrege, Phelps County	Third
Doyle D. Lavene	Bertrand, Gosper County	Third

~~If for any reason any successor takes office or is appointed for one of the foregoing directors prior to the effective date of this Amended Petition for Creation, the successor shall replace the named director for a term of office as set forth in Chapter 70, Article 6 of the Nebraska Statutes.~~

(8) The District's Territory shall be divided into seven (7) subdivisions for purposes of nominating and electing directors to the board offices or appointment by the Governor to fill vacancies (all references to voting precincts, cities, and villages shall be the boundaries of such as each existed on December 31, 2021):

Subdivision 1 shall be composed and consist of Buffalo County, excluding the cities of Elm Creek, Gibbon, Kearney, Ravenna, and Shelton; the Harrison Voting Precinct, excluding the villages of Hazard and Litchfield, located in Sherman County; and the Rockville Voting Precinct, excluding the Village of Rockville, in Sherman County.

Subdivision 2 shall be composed and consist of Kearney County.

Subdivision 3 shall be composed and consist of Dawson County, excluding the cities of Cozad, Gothenburg and Lexington; the Elim/Triumph/Wayne Voting Precinct, located in Custer County; and the Wood River Voting Precinct, excluding the Village of Oconto, located in Custer County.

Subdivision 4 shall be composed and consist of Phelps County.

Subdivision 5 shall be composed and consist of Lincoln County, excluding the cities of North Platte and Sutherland, and excluding the Medicine Voting Precinct and the Wallace Voting Precinct.

Subdivision 6 shall be composed and consist of Gosper County and the Eustis Voting Precinct located in Frontier County.

Subdivision 7 shall be composed and consist of Keith County.

RESOLUTION NO. 23-02

ADOPT AMENDMENTS TO BYLAWS AND RESTATE SAME

WHEREAS, pursuant to Section 6 of that certain Plan of Consolidation approved by the boards of directors, respectively, of The Central Nebraska Public Power and Irrigation District (Central) and Dawson Public Power District (Dawson) on October 24, 2022, on the date on which the consolidation of Dawson into Central becomes effective, forming Platte River Public Power & Irrigation District (PRPPID), the Bylaws of Central shall be the bylaws of PRPPID; and

WHEREAS, because PRPPID will be engaged in additional businesses, comprise chartered territory, and be governed differently than Central is presently, the Board of Directors previously determined that it would be in the best interests of Central that the Board of Directors adopt amendments to the Bylaws of Central, with the full concurrence and agreement of the Board of Directors of Dawson, which will, as amended, govern the operations of PRPPID on and from the effective date of the consolidation; and

WHEREAS, consistent therewith, on April 3, 2023, the Board of Directors established a special joint committee to discuss, develop, draft, and recommend a proposed set of Bylaws to govern PRPPID; and

WHEREAS, the committee presented draft bylaws to the Board of Directors for its review, discussion, and suggestion on June 5, 2023, which draft bylaws were then further developed and revised by the committee; and

WHEREAS, on June 9, 2023, the committee unanimously recommended amendments to the Bylaws of Central and the restatement of same, as set forth in that certain document captioned "Amended & Restated Bylaws" of Central, with the notation "Recommended by Bylaws Committee 06/09/23" (Bylaws Recommendation), for endorsement by the Board of Directors of Dawson and adoption by the Board of Directors; and

WHEREAS, the Board of Directors of Dawson endorsed the Bylaws Recommendation on July 5, 2023.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and adopts the Bylaws Recommendation as the Bylaws of Central and authorizes and directs that same be restated in full (Amended & Restated Bylaws); and

BE IT FURTHER RESOLVED that the Amended & Restated Bylaws shall be and become the Bylaws of PRPPID upon the Nebraska Power Review Board certifying the Restatement of the Charter of Central on or after July 21, 2023, same taking effect without further action by the Board of Directors.

CERTIFICATION OF SECRETARY FOLLOWS

Ex. F

Certification of Secretary

I, EMILY J. ANDERSON, certify that I am the duly appointed Assistant Secretary of The Central Nebraska Public Power and Irrigation District Board of Directors. I further certify that the foregoing is a true excerpt from the minutes of a duly authorized and called meeting of the Board of Directors on the 5th day of July, 2023, at which a quorum was present, and the above portion of the minutes has not been modified or rescinded.

IN WITNESS WHEREOF, I have hereunto subscribed my name and caused the Seal of The Central Nebraska Public Power and Irrigation District to be affixed thereto, this 5 day of July, 2023.



Emily J. Anderson
Assistant Secretary

Dawson Public Power District
Assumption of Responsibility for Indebtedness

Section 13 of the Plan of Consolidation (Exhibit “B”, referred as the “**Plan**”) generally outlines the processes and alternatives by which the District will assume responsibility for and address the rights of the holders of the “**Outstanding Dawson Bonds**” described on Schedule E to the Plan and the “**Outstanding Dawson Loans**” described on Schedule F to the Plan.

These alternatives are expected to include one or more of the following:

1. The assumption by the District, as of the Consolidation Date, of some or all of the Outstanding Dawson Loans (subject to the consent of the holder of the Outstanding Dawson Loans as provided in the documents governing the Outstanding Dawson Loans).
2. The prepayment of (a) some or all of the Outstanding Dawson Bonds which are by their terms eligible for early prepayment as of the Consolidation Date (the “**Callable Dawson Bonds**”), and (b) if applicable, those portions of the Outstanding Dawson Loans for which the District is not able to reach satisfactory arrangements for the assumption thereof by the District, utilizing, in either case, proceeds attributable to new borrowings by the District (which may be in the form of taxable or tax-exempt bonds, loans or other obligations of the District) and made available for such purposes in connection with the merger or cash on hand (“**Available District Funds**”).
3. The deposit of Available District Funds into one or more escrow accounts (each, a “**Defeasance Escrow**”) and the investment of such funds in lawful investments which are permitted under the terms of the various resolutions governing the Outstanding Dawson Bonds (the “**Outstanding Dawson Bond Resolutions**”) in a manner which will fully satisfy and discharge the obligations of Dawson with respect to the Outstanding Dawson Bonds (other than Callable Dawson Bonds prepaid as described in clause (2) above) under the terms of the Outstanding Dawson Bond Resolutions.

The District and Dawson have consulted with bond counsel and bond underwriters to analyze the legality and efficiency of alternatives under current market conditions, particularly taking into consideration current indicative estimates of interest rates applicable to any New Indebtedness, currently available investment returns, implications and limitations of current federal tax laws applicable to the Outstanding Dawson Bonds, the Outstanding Dawson Loans and any New Indebtedness which may be tax-exempt, and other relevant factors. Dawson is further in the process of communicating with the holder of the Outstanding Dawson Loans to discuss the feasibility of allowing the Outstanding Dawson Loans to remain outstanding and be assumed by the District on acceptable terms. The District has also had extensive discussions with its bond underwriter and bond counsel to address the feasibility of the District’s issuance of New Indebtedness sufficient (along with other Available District Funds, as applicable) to accommodate these alternatives, including evaluation of several alternate scenarios assuming varying market conditions. These scenarios are based on current market conditions, current law, and other factors and assumptions which may and likely will change between the time of this Petition and the Consolidation Date; however, the ultimate scenario(s) will be selected in a manner which provides for the most economically efficient result reasonably available for the District and its ratepayers and in a manner that will not jeopardize or impair the rights of the holders of the Outstanding Dawson Bonds or the Outstanding Dawson Loans.

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