

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