NMPP ENERGY

NMPP MEAN NPGA ACE

November 27, 2023

Re: Ballot and Voting Information – Fourth Amended and Restated Articles of Incorporation

To All NMPP Members:

As a Member of Nebraska Municipal Power Pool ("NMPP"), your municipality/utility has the right to vote on whether to approve the proposed Fourth Amended and Restated Articles of Incorporation of NMPP described in more detail below. The authorized representative of your municipality (or utility board, if the utility board is the member of NMPP) must cast a vote using the enclosed Ballot. This letter provides a summary of the changes made in the Fourth Amended and Restated Articles of Incorporation and explains how to vote. Please review the information carefully.

About the Fourth Amended and Restated Articles of Incorporation. A copy of the Fourth Amended and Restated Articles of Incorporation are enclosed. They reflect the changes summarized on the enclosed Summary sheet. You can obtain a copy of the current Third Amended and Restated Articles of Incorporation by contacting NMPP at legal@nmppenergy.org or at (402) 473-8210.

Board Approval and Recommendation. NMPP's Board of Directors approved the Fourth Amended and Restated Articles of Incorporation on November 2, 2023. The Board of Directors recommends that the Members vote *for* the adoption of the Fourth Amended and Restated Articles of Incorporation.

About the Ballot. NMPP's Bylaws permit its Members to take action by written ballot. Please find enclosed a Ballot for the adoption of the Fourth Amended and Restated Articles of Incorporation. To meet the quorum requirements, at least 38 Ballots must be returned. At least 66 2/3% of the Members voting must approve the Fourth Amended and Restated Articles of Incorporation.

Signature on Ballot . NMPP's Bylaws require each Member to appoint one person to act as a Member Representative and permit each Member to designate an Alternate Representative. If the Member Representative and Alternate Representative are absent, any elected official of the Member is entitled to vote on behalf of that Member.

The enclosed Ballot generally must be signed by a Member's Representative or Alternate Representative. However, if both the Member's Representative and Alternate Representative are absent, any elected official of the Member may sign the Ballot. The following are your appointed Member's Representative and Alternate Representative:

NMPP Member: TOWN OF OAK CREEK, CO

Representative: DAVID TORGLER

Alternate Representative: TOM HOLLIDAY

How to return the Ballot. It is important that Members complete, sign, and return a Ballot to NMPP. Once submitted, a Ballot cannot be revoked.

Important: For a Ballot to be counted, NMPP must receive the completed, signed Ballot by 5:00 p.m. prevailing Central time, Wednesday, December 27, 2023. Return the completed Ballot to NMPP by mailing it in a postage-paid envelope to NMPP, Attn: Videl Sabio, 8377 Glynoaks Drive, Lincoln, NE 68516 or emailing a scan of the completed Ballot to legal@nmppenergy.org.

For more information, please contact NMPP at legal@nmppenergy.org or contact Michelle Lepin, General Counsel, at (402) 473-8234.

Robert L. Poehling, Executive Director/CEO
Nebraska Municipal Power Pool

Enclosures

NEBRASKA MUNICIPAL POWER POOL

WRITTEN BALLOT

(Fourth Amended and Restated Articles of Incorporation)

Member Name: TOWN OF OAK CREEK, CO
Member Address: PO BOX 128, OAK CREEK, CO 80467-0128

Instructions: Mark "Vote For" to vote for the proposed action listed below, and "Vote Against" to vote against it. Mark only one box with respect to the proposed action. Sign where indicated below.

☐ Vote For ☐ Vote Against	**Proposed Action:** The adoption of the enclosed Fourth Amended and Restated Articles of Incorporation.

The undersigned hereby certifies to Nebraska Municipal Power Pool that he or she: (a) is now duly authorized to execute this Ballot on behalf of the above-captioned Nebraska Municipal Power Pool Member; and that any previous contrary designation, certification, or appointment of a Member Representative or Alternate Representative for the above-captioned Nebraska Municipal Power Pool Member is hereby revoked and superseded; **or** (b) is an elected official of the Member which is a governmental entity, and that the Member Representative and Alternate Representative are unable to vote on behalf of the Member due to their absence.

By: _____
(Signature)

_____
Print name

IMPORTANT:
For this Ballot to be counted, it must be completed, signed and received by NMPP no later than 5:00 p.m. prevailing Central time, Wednesday, December 27, 2023.

To return the completed, signed Ballot to NMPP, you must do one of the following:

- Send the Ballot by email to: legal@nmppenergy.org

  OR

- Return the Ballot by mail to: Nebraska Municipal Power Pool
  Attn: Videl Sabio
  8377 Glynoaks Drive
  Lincoln, NE 68516

Summary of Proposed Amendments of Nebraska Municipal Power Pool Articles of Incorporation

This document summarizes the amendments to Nebraska Municipal Power Pool's (NMPP) Articles of Incorporation that are reflected in the proposed Fourth Amended and Restated Articles of Incorporation that accompanies this Summary. NMPP's Board of Directors is proposing these changes to streamline and modernize NMPP's governance and operations.

As explained in more detail below, the amendments provide for NMPP's Board to consist of nine Directors, with three representatives from each of the Municipal Energy Agency of Nebraska (MEAN), the National Public Gas Agency (NPGA), and the Public Alliance for Community Energy (ACE). With the Board chosen in this manner, voting memberships in NMPP are eliminated under the proposal. Note, however, that voting membership in MEAN, NPGA, and ACE remain unchanged.

PURPOSES AND POWERS

Article III (see page 1 of the proposed Articles)

The proposed amendments modify NMPP's purposes to include providing support to and coordination among organizations dedicated to supporting municipal utilities, engaging in legislative and regulatory advocacy, and rendering assistance in the fields of municipal utility oriented energy, communications and delivery of such other essential municipal utility services that enhance the quality of life of citizens of the communities served. References to Members are eliminated by the amendment.

DISTRIBUTION AND DISSOLUTION

Article IV (see pages 1-2 of the proposed Articles)

The proposed amendments affirm that NMPP's activities remain essentially public in nature, consistent with its purpose to promote the common good and general welfare of the community.

The proposed amendments modify the manner of handling NMPP's remaining assets, in the event of dissolution. The proposed Fourth Amended and Restated Articles provide that upon NMPP's dissolution, following payment of its creditors, its remaining assets will be distributed to MEAN, NPGA, and ACE according to a plan adopted by the NMPP Board of Directors at the time of dissolution. The proposed amendments eliminate reference to Members receiving assets upon NMPP's dissolution. They also eliminate a disclaimer of liability with respect to Members, because NMPP will have no Members if the proposal is adopted.

MEMBERS

Article V (see page 2 of the proposed Articles)

The proposed amendments terminate all memberships in NMPP, effective when the Fourth Amended and Restated Articles of Incorporation are adopted. The reference to provisions regarding Members in the Bylaws is eliminated.

MANAGEMENT

Article VI (see pages 2-3 of the proposed Articles)

The proposed amendments provide for NMPP's Board to consist of nine Directors, who shall generally be the Chair, Vice Chair, and Secretary-Treasurer of each of the following organizations: MEAN, NPGA, and ACE. The proposed amendments include special rules to ensure that the same person cannot be appointed to serve by more than one of those organizations, and permits the organization left with a vacancy to appoint an alternate NMPP Director from its own Board of Directors. Correspondingly, the reference to the election of NMPP's Board of Directors by the Members is eliminated.

REGISTERED OFFICE/AGENT

Article VII (see page 3 of the proposed Articles)

The proposed amendments update the registered office and agent to reflect the current headquarters at 8377 Glynoaks Drive, Lincoln, County of Lancaster, State of Nebraska 68516, and Robert L. Poehling as registered agent.

ELIMINATION OF MEMBER-SPECIFIC PROVISIONS

Article VIII of the Third Amended and Restated Bylaws

If the proposal is adopted, NMPP will no longer have Members. Accordingly, the proposed amendments remove provisions related to assessments to Members and Member approval of indebtedness. The proposed amendments also eliminate provisions coordinating the establishment of an annual operating budget with Member assessments.

AMENDMENT OF BYLAWS

Proposed new Article VIII (see pages 3-4 of the proposed Articles)

The proposed amendments include a provision clarifying that the Board may amend and restate the Bylaws of NMPP, notwithstanding anything to the contrary in its current Bylaws.

AMENDMENT OF ARTICLES

Proposed new Article IX (see page 4 of the proposed Articles)

The proposed amendments reflect that the Board may approve future amendments to the Articles of Incorporation, in the manner permitted by the Nebraska Nonprofit Corporation Act.

ORIGINAL INCORPORATORS

Proposed new Article X (see page 4 of the proposed Articles)

The proposed amendments add a reference to NMPP's original incorporators, to reflect a requirement in the Nebraska Nonprofit Corporation Act.

This summary is only a general description of the amendments to the Articles of Incorporation proposed by the Board of Directors on November 2, 2023.

PROPOSED

FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NEBRASKA MUNICIPAL POWER POOL

ARTICLE I
Name

The name of the corporation is Nebraska Municipal Power Pool (the "Corporation").

ARTICLE II
Classification

This Corporation is a mutual benefit corporation.

ARTICLE III
Purposes and Powers

3.1 Purposes and Powers. The purpose of the Corporation is to promote the common good and general welfare of communities served by municipal utilities by providing support to and coordination among organizations dedicated to supporting municipal utilities, engaging in legislative and regulatory advocacy, and rendering assistance in the fields of municipal utility oriented energy, communications and delivery of such other essential municipal utility services that enhance the quality of life of citizens of the communities served. Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall have authority to undertake only those purposes and exercise those powers permitted to be undertaken or exercised by organizations exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended and in effect (the "Code"), as an organization described in Section 501(c)(4) of the Code.

3.2 Limitations. Except upon dissolution and liquidation pursuant to the terms hereof and the Nebraska Nonprofit Corporation Act (the "Act") and as permitted by the Code, no part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons. However, the Corporation may pay reasonable compensation for services rendered to or for the Corporation in connection with the accomplishment of its exempt purposes and may reimburse reasonable expenses incurred on its behalf.

PROPOSED

ARTICLE IV
Distributions and Dissolution

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

A. This Corporation shall engage only in activities which are essentially public in nature, consistent with its exempt purpose to promote the common good and general welfare of the community.

B. If the Corporation shall be dissolved, all assets of the Corporation that remain following payment of creditors shall be distributed to the Municipal Energy Agency of Nebraska, a Nebraska political subdivision created under the Nebraska Municipal Cooperative Financing Act ("MEAN"); the National Public Gas Agency, a public body corporate and politic of the State of Nebraska created under the Nebraska Interlocal Cooperation Act ("NPGA"); and the Public Alliance for Community Energy, a public body corporate and politic of the State of Nebraska created under the Nebraska Interlocal Cooperation Act ("ACE"), according to a plan to be adopted by the Board of Directors at the time of dissolution in accordance with the requirements of the Act.

ARTICLE V
Members

Effective with these Fourth Amended and Restated Articles of Incorporation, the Corporation shall not have members.

ARTICLE VI
Management

A. Powers Vested in the Board. The business and affairs of the Corporation shall be managed by its Board of Directors, in which shall be vested all of the powers conferred on the Corporation by the Act, these Articles of Incorporation, and the Bylaws.

B. General Rules for Directors. Effective with these Fourth Amended and Restated Articles of Incorporation, the Corporation shall have nine Directors, determined in the following manner, subject to Article VI, Section C:

1. MEAN shall be entitled to appoint three Directors, who shall consist of the Chair, Vice Chair, and Secretary-Treasurer of MEAN's Board of Directors.

2. NPGA shall be entitled to appoint three Directors, who shall consist of the Chair, Vice Chair, and Secretary-Treasurer of NPGA's Board of Directors.

3. ACE shall be entitled to appoint three Directors, who shall consist of the Chair, Vice Chair, and Secretary-Treasurer of ACE's Board of Directors.

For purposes of this Article, MEAN, NPGA, and ACE are each an "Appointing Entity." The Directors shall serve terms coextensive with their respective terms of service in the offices indicated for the Appointing Entity. A change in the occupant of one of the foregoing offices shall automatically constitute removal of the corresponding Director and appointment of the successor officer to the corresponding position on the Corporation's Board of Directors.

C. Special Rules for Directors. In no event shall the same person serve as a Director appointed by more than one of the following entities: MEAN, NPGA or ACE, as in the example of X. Jones being both the Chair of MEAN and the Vice-Chair of NPGA. If the situation should occur that the same person holds more than one of the positions listed above in this Section B. such a person must choose one and only one position listed above in this Section B, which for purposes of the NMPP Board of Directors, said person will act as one of the appointed Directors. The Chair of the entity (MEAN, NPGA or ACE) which is then left with a vacancy on the NMPP Board of Directors shall appoint a Director from its Board of Directors, to fill any vacancy on the NMPP Board of Directors arising out of this paragraph.

D. Officers. The Board of Directors shall elect, annually, from among its members one President, one Vice President and one Secretary/Treasurer.

ARTICLE VII
Registered Office/Agent

The street address of the registered office of the Corporation is 8377 Glynoaks Drive, Lincoln, County of Lancaster, State of Nebraska, 68516; and the name of the Corporation's registered agent at such address is Robert Poehling.

ARTICLE VIII
Bylaws

Effective with these Fourth Amended and Restated Articles of Incorporation and notwithstanding anything in the Corporation's current Bylaws to the contrary, the Board of Directors may amend and restate its Bylaws as provided in Section 21-19,113 of the Act.

PROPOSED

ARTICLE IX
Amendments

The Board of Directors shall have the power to amend these Articles by the affirmative vote of a majority of the Directors in office at the time of the amendment. However, no amendment or change in these Articles may be made at any time regarding the nonprofit status of the Corporation.

ARTICLE X
Original Incorporators

The name and street address of each of the original incorporators of the Corporation are as set forth in the original Articles of Incorporation dated December 5, 1975, filed with the Secretary of State on December 8, 1975.

(Signature page to follow.)

PROPOSED

Pursuant to Section 21-19,110 of the Act, these Fourth Amended and Restated Articles of Incorporation shall supersede in their entirety the previous Articles of Incorporation and any and all amendments, restatements or revisions thereto.

Dated _____, 2023.

NEBRASKA MUNICIPAL POWER POOL,
a Nebraska nonprofit corporation

By: _____
_____, President