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," *Dawson PPD Dynamo*	November 2021
29. Discussion with Tri-County Water Users Association Board	November 5, 2021
30. "Central/Dawson Move to Phase 3," "Q&A," *The Communicator*	February 2022
31. Joint Public Meeting of Districts' Boards of Directors in Kearney	February 3, 2022
32. "Merger debated between Dawson, Central," *Kearney Hub*	February 4, 2022
33. "Merger debated between Dawson Public Power, Central Nebraska Public Power," *North Platte Telegraph*	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," *North Platte Telegraph*	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," *Kearney Hub*	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," *Dawson PPD Dynamo*	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," *Dawson PPD Dynamo*	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," *The Communicator*	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," *Dawson PPD Dynamo*, 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," *Lexington Clipper-Herald*	September 7, 2022
59. "CNPPID moves to final phase of merger study with Dawson," *North Platte Telegraph*	September 8, 2022
60. "CNPPID, Dawson PPD merger nears final stages," *Kearney Hub*	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," *Kearney Hub*	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," *North Platte Telegraph*	October 6, 2022
70.	KRVN Radio Interview of General Managers Brundage, Kautz	October 7, 2022
71.	"CNPPID receives update on potential consolidation," *Lexington Clipper-Herald*	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," *North Platte Telegraph*	October 19, 2022
77.	Open House in Elwood	October 20, 2022

THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

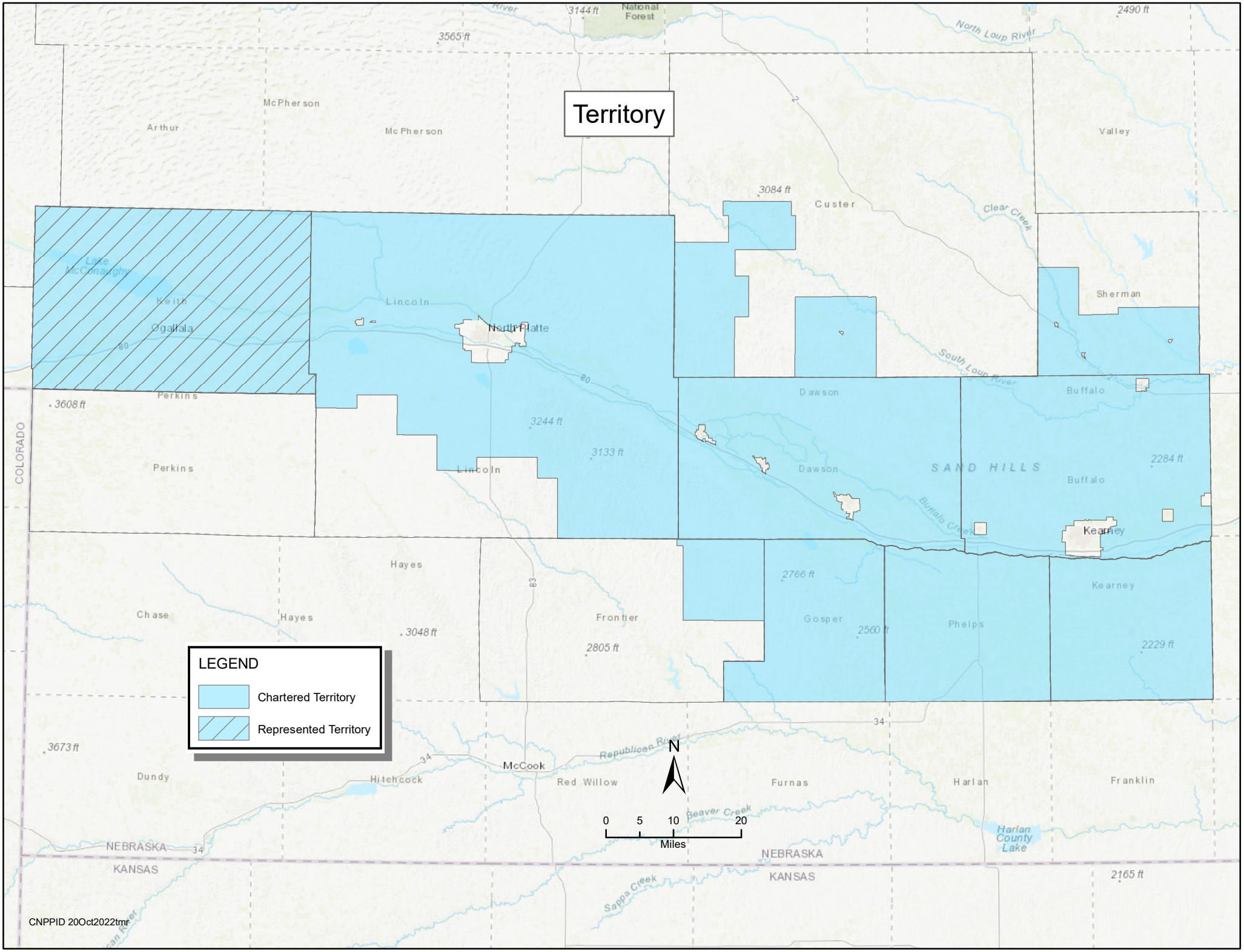
DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

Schedule B

Map of Territory

[Attached]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THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

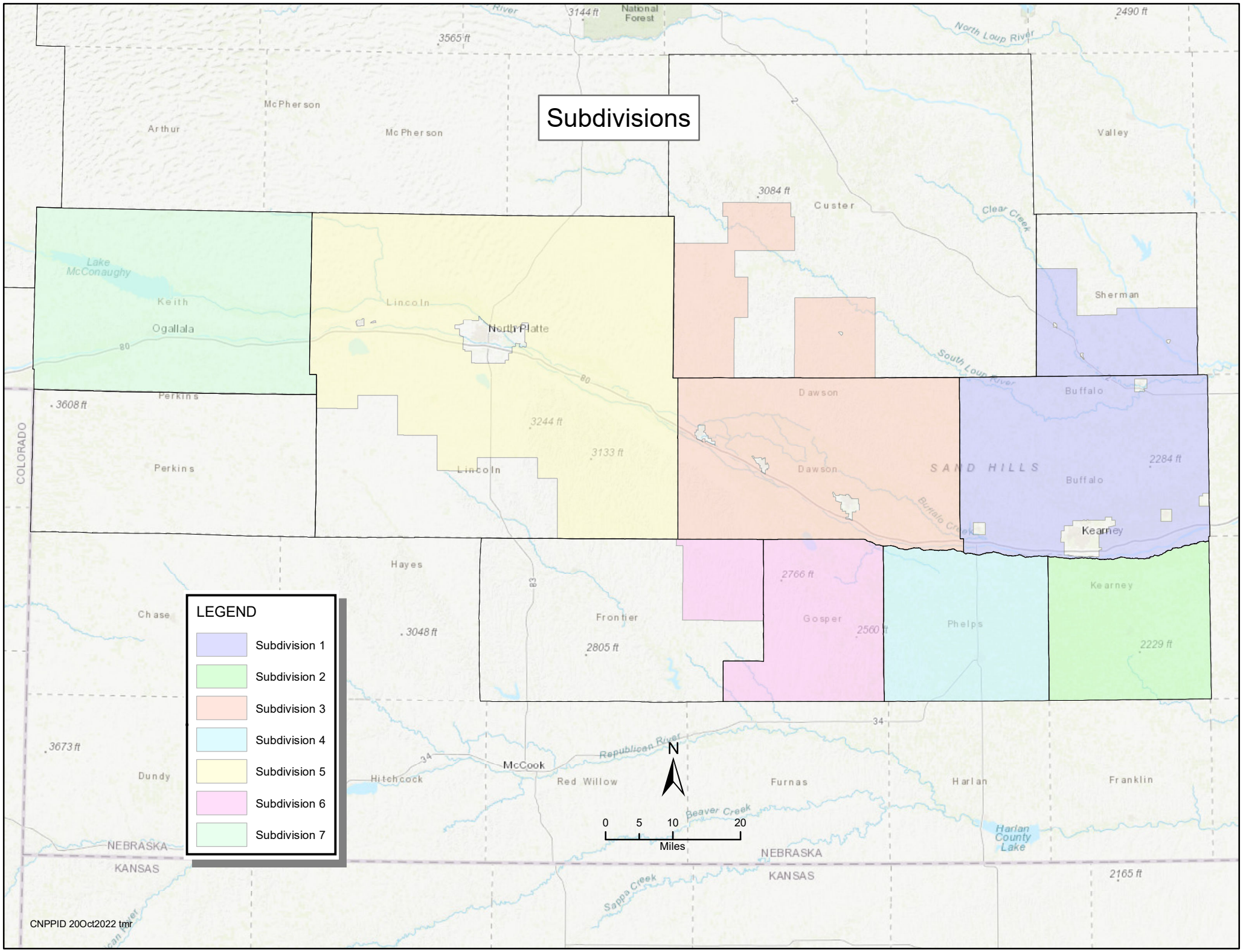
DAWSON PUBLIC POWER DISTRICT

PLAN OF CONSOLIDATION

Schedule C

Map of Subdivisions

[Attached]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South Loup River
Buffalo Creek
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THE CENTRAL NEBRASKA PUBLIC POWER AND IRRIGATION DISTRICT

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PLAN OF CONSOLIDATION

Schedule D

Assignment of Directors to District Board Offices (Illustration)

Subdivision	Office	Effective Date Holder	Term Expires
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

Issuance	Outstanding Principal^	Outstanding Coupons	Call Date
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

Credit Facility	Outstanding Principal^	Rate	Payoff Date
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

Designation	Unit+	Value~
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*