

RESOLUTION # _____

The Board of Directors of Dawson Public Power District do hereby take the following actions and adopt the following:

WHEREAS, in conjunction with Resolution #22-82, adopted on October 24, 2022 approving the Plan of Consolidation, and Resolution # _____, adopted on July 5, 2023 endorsing the revised By-Laws of the Central Nebraska Public Power and Irrigation District (“Central”), the Dawson Public Power District Board of Directors (“Board”) deems it to be in the best interests of the customers of Dawson Public Power District (“Dawson”) to carry out the terms of the Plan of Consolidation with Central (“Plan of Consolidation” or “merger”) and, upon the affirmative approval by the Nebraska Power Review Board, to dissolve Dawson as a legal entity.

NOW, THEREFORE, BE IT RESOLVED, the Board has considered all relevant factors related to the proposed acquisition and hereby agrees to the terms of the acquisition as set forth in the Plan of Consolidation and By-Laws.

RESOLVED FURTHER, the Board hereby authorizes management and legal counsel to enter into any additional agreements, Nebraska Power Review Board filings, Nebraska Secretary of State filings, or to take any action necessary to carry out and effectuate the terms of the Plan of Consolidation.

RESOLVED FURTHER, by adopting this Resolution, the Board intends to fully comply with NEB. REV. STAT. § 70-666. To that end, Dawson Public Power District, hereby approves the execution of a Petition of Dissolution whereby, that after the acquisition, Dawson will own no property, will have fully satisfied, or otherwise addressed, all outstanding debt, and will cease to operate as a separate legal entity.

Brad Brodine

Page Peterson

A.C. “Pat” Hecox

David Pieper

Joe Jeffrey

Rodger White

Bob Kennicutt

Craig Wietjes

Tyler Kugler

Mary “Liz” Wroblewski

Dan Muhlbach

STATE OF NEBRASKA
NEBRASKA POWER REVIEW BOARD

IN THE MATTER OF THE PETITION OF)
DAWSON PUBLIC POWER DISTRICT) **PETITION TO DISSOLVE**
TO DISSOLVE)

Dawson Public Power District, Petitioner, hereafter referred to as “the District” represents to the Nebraska Power Review Board as follows:

1. The District is a public power district organized and existing under NEB. REV. STAT. §§ 70-601 et seq., with its principal place of business located in Dawson County, Nebraska.

2. The District is engaged in the business of public utility service and is without the ability to levy taxes or issue general obligation bonds.

3. As set forth in Exhibit “A”, on July 17, 2023, at a meeting of the Board of Directors of the District held at the District’s headquarters in Lexington, Nebraska, due and proper notice of said meeting having been given as provided by law, and _____ () members of the Board being present, upon a vote of record the Board voted ___-___, with ___ members present and ___ abstaining, to authorize that a Petition be filed with the Power Review Board, in accordance with NEB. REV. STAT. § 70-666. The reason for the Petition is to dissolve the District after a merger into The Central Nebraska Public Power and Irrigation District pursuant to a Plan of Consolidation (“Merger”), which is attached hereto, marked as Exhibit “B”, and incorporated herein by this reference.

4. The District’s Chartered Territory will, on January 1, 2024 become part of The Central Nebraska Public Power and Irrigation District’s Chartered Territory. After the Merger, the

District's ratepayers will be represented by all current directors until their existing terms expire. Thereafter, the District's ratepayers will be represented by two directors per voting subdivision at set forth in the Amended Charter of The Central Nebraska Public Power and Irrigation District.

5. After the completion of the Merger, the District will own no property, will have fully satisfied, or otherwise addressed, all outstanding debts, and will cease to operate as a separate legal entity.

6. This Petition will not be contrary to the best interests of the District, nor will it jeopardize or impair the rights of the creditors of the District. This Petition is in the best interest of the electors and ratepayers of both the District and The Central Nebraska Public Power and Irrigation District and should be approved.

WHEREFORE, the District requests that the Nebraska Power Review Board publish the required notice for three consecutive weeks as required by Nebraska law, hold a public hearing, issue a certificate declaring the District dissolved and terminated as of January 1, 2024, file one certified copy of the certificate with the Secretary State, file one certified copy of the certificate with the respective County Clerks' Offices, and do all and further things required by or appropriate under the laws of the State of Nebraska.

Dated: _____, 2023

DAWSON PUBLIC POWER DISTRICT,
Petitioner,

Brad Brodine

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