Approved by Board: 8/5/2025 Effective: 8/5/2025

POLICY 101
FUNCTIONS OF THE BOARD

Objective

To describe the major functions of the Board of Directors (Board) of Dawson Public Power District (District) and to define the Board's responsibilities, authorities, and accountability.

Policy

A. To establish and maintain a legal entity with respect to:

1. Ensuring compliance with all legal requirements, as set forth in the charter, Bylaws, Nebraska law, and other applicable laws and regulations re, including, but not limited to:
    a. All federal, state, and local statutes and ordinances.
    b. All lending agencies with which the District may have borrowings.
    c. Federal and state tax and regulatory agencies and commissions.
    d. All contractual obligations on behalf of the District.
2. Selecting and appointing the General Counsel in consultation with the general manager.
3. Studying, considering, and approving revisions, and other changes in the Bylaws and Charter, as necessary or required.
4. Reviewing and approving major contracts, in excess of $200,000, such as loan agreements, wholesale power contracts, and construction contracts.
5. Ensuring that complete and accurate minutes of the Board and Board Committees are prepared, maintained, and approved.
6. Authorizing eminent domain.

B. Represent customers and act as trustees of consumer interests with respect to:

1. Keeping well informed about changing customers' needs.
2. Ensuring that the customers are informed via periodic newsletters and other publications.
3. Developing and complying with board policies
4. Keeping informed and ensuring each carries out their fiduciary duties.
5. Periodically, but not less than annually, conduct an assessment of the whole Board's function and efficient operation.
6. Protecting the assets of the District through appropriate insurance policies and coverages.
7. Selecting and appointing independent financial auditors, taking staff recommendations into consideration.
8. Ensuring that the Board's officers, general manager, and employees are bonded, when required by law.
9. Approving depositories for funds of the District and designating those authorized to sign checks, drafts, notes, contracts, deeds, mortgages, and other instruments.
10. Conducting well planned board meetings monthly, or as required. The preliminary agenda for such meetings shall be developed in advance by the general manager in consultation with the Board President. The agenda and supporting information will be provided to the Board in advance of the board meeting.
11. Establishing policies governing the investment of funds of the District.
12. Approving purchase, transfer, lease and/or sales of all real estate.
13. Filling vacancies on the Board for any unexpired term of office in accordance with the statutes of the State of Nebraska.

C. To consider and adopt short- and long-range plans with respect to:

1. Ensuring an adequate and reliable supply of power at the most reasonable cost for the customers consistent with sound economic and business practices.

2. Reviewing and approving the ideals, objectives, and major goals of the District, as developed, and recommended by the general manger using strategic planning, as appropriate or necessary.

3. Reviewing, in consultation with the general manager, proposed policies and adopting such policies as appropriate, and ensuring that these policies are reviewed periodically.

4. Reviewing and approving operating programs, services, and activities developed and recommended by the general manager, and taking into account the feasibility of such recommendations, and the financial ability of the District to provide these programs and services.

5. Reviewing and approving the annual work plans and budgets in terms of achieving the desired end results in the operation of the District and providing the best possible service to the consumers.

6. Considering and adopting financial plans and policies essential to maintaining a sound financial structure for the District.

7. Adopting, in consultation with the general manager, policies for maintaining good consumer, public, and governmental relations, programs for community and economic development, load management and energy conservation.

D. To provide operating requirements with respect to:

1. Authorizing the monies and expenditures of such monies through the adoption of the revenue, expense, and capital budgets necessary to carry out the objectives of the District.

2. Establishing committees, when necessary, and receiving reports and recommendations from special or standing committees and taking appropriate action because of such reports. The functions of such committees should be in writing and reviewed annually by the Board to determine if any revisions should be made in the functions of the committee.

3. Selecting and employing a competent general manager.

4. Delegating to the general manager the authorities and responsibilities as described in Policy No. 102 (Delegation of Authority from the Board of Directors to the General Manager) or by appropriate resolution.

5. Advising the general manager, upon his/her request, regarding specific managerial decisions which are his/her delegated responsibility to make, and for which results he/she is to be held responsible. The Board shall avoid

making management decisions or giving instructions to the general manager when it is giving advice.

6. Determining, in consultation with the general manager, major state, regional, or national organizations in which the District shall become a member.

7. Authorizing the construction of major facilities necessary for the efficient operations of the District.

Responsibility

A. The Board may delegate any or all these responsibilities to a committee of the Board or general manager, if such action is consistent with the Bylaws or other legal requirements.

B. It shall be the responsibility of the president to see that the foregoing functions are carried out.