

NEBRASKA MUNICIPAL POWER POOL

WRITTEN BALLOT

(Fourth Amended and Restated Articles of Incorporation)

Member Name: CITY OF CRETE, NE

Member Address: PO BOX 86, CRETE, NE 68333-0086

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.

<input type="checkbox"/> Vote For	Proposed Action: The adoption of the enclosed Fourth Amended and Restated Articles of Incorporation.
<input type="checkbox"/> Vote Against	

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or Alternate Representative for the above-captioned Nebraska Municipal Power Pool Member is hereby revoked and superseded; **or** (b) is an elected official of the Member which is a governmental entity, and that the Member Representative and Alternate Representative are unable to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.