

STATE OF NEBRASKA  
NEBRASKA POWER REVIEW BOARD

IN THE MATTER OF THE  
SEWARD COUNTY PUBLIC  
POWER DISTRICT'S PETITION  
FOR DISSOLUTION.

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Petition For Dissolution

**CERTIFICATE OF APPROVAL**

THIS HEREBY CERTIFIES THAT:

1. In accordance with Neb. Rev. Stat. § 70-666, the board of directors of the Seward County Public Power District (Seward Co. PPD) met for a regular board meeting on February 17, 2017, and by a unanimous vote of all five directors approved Resolution #2017-3. Resolution #2017-3 determined that it was in the best interests of the customers of Seward Co. PPD that the district enter into a plan of consolidation with Norris Public Power District (Norris PPD). The plan of consolidation would merge the Seward Co. PPD into the Norris PPD, after which the Seward Co. PPD would be dissolved as a legal entity.

2. On February 23, 2017, Seward Co. PPD filed its Petition for Dissolution with the Board, requesting to dissolve and terminate the Seward Co. PPD. Seward Co. PPD's legal counsel informed the Board the effective date of the dissolution would need to be May 1, 2017, due to considerations involving the transfer of the Seward Co. PPD's assets to Norris PPD, and bond issues.

3. Both Seward Co. PPD and Norris PPD are public corporations and political subdivisions of the State of Nebraska organized and operating under the provisions of Nebraska Revised Statute sections 70-601 to 70-681. Both districts are currently operating public power districts in the State of Nebraska.

4. In accordance with Neb. Rev. Stat. § 70-666, the Board published notice that a hearing would be held on the proposed merger and dissolution. The notice was published for three consecutive weeks in three legal newspapers. Two of the newspapers have general circulation in Seward Co. PPD's service area. The notice was published in the *Lincoln Journal Star*, the *Beatrice Daily Sun*, and the *Seward County Independent* newspapers on March 8, 15 and 22, 2017. The *Seward County Independent* has the

largest circulation of any newspaper published in the Seward Co. PPD's chartered territory.

5. The public notice set forth that any protests, complaints, or objections must be received by the Board prior to the date of the hearing. No protests, complaints, or objections were filed with the Board.

6. The Board set the matter for a formal evidentiary hearing on March 24, 2017. The Board consolidated the hearings on the Seward Co. PPD's Petition for Dissolution and the Norris PPD's Petition for Charter Amendment 19. A Notice of Hearing was sent to the parties on March 3, 2017.

7. The matter had been duly placed on the Board's agenda in accordance with Nebraska law. As allowed by Neb. Rev. Stat. § 70-663, on March 24, 2017 the Board held the evidentiary hearing to determine whether or not the charter amendments should be approved.

8. The Board found that the approval of the Petition for Dissolution would not be contrary to the best interests of the customers or creditors of Seward Co. PPD. The Board found that upon approval of Norris PPD's Charter Amendment 19, which will transfer Seward Co. PPD's chartered territory to Norris PPD, and with the approval of the Plan of Consolidation between Seward Co. PPD and Norris PPD, which will accomplish the transfer of Seward Co. PPD's assets and debts to Norris PPD, Seward Co. PPD would no longer have property of any kind, would no longer owe debts of any kind, and that the district would cease to function as a public power district. Based on the foregoing, the Board found that Seward Co. PPD's Petition for Dissolution merits approval.

9. At the Power Review Board's public meeting held March 24, 2017, a majority of the Board (3 to 0) voted to grant the Seward Co. PPD's Petition for Dissolution. Due to considerations involved in the merger and the transfer of the district's assets, the dissolution will become effective on May 1, 2017.

THEREFORE, THE PROPOSED PETITION FOR DISSOLUTION of the Seward County Public Power District is hereby GRANTED. The Seward County Public Power District is hereby declared to be dissolved and terminated as a legal entity effective May 1, 2017.

Pursuant to the requirements set out in Neb. Rev. Stat. § 70-666, the original Certificate of Approval shall be maintained in the Nebraska Power Review Board's files pertaining to the Petition for Dissolution. A certified copy shall be filed with the original organization records of the Seward County Public Power District. One certified copy shall be filed with the office of the Secretary of State. Another certified copy shall be

filed with the office of the County Clerk for Seward County, Nebraska (the county in which the principal place of business of the district was located prior to its dissolution).

Dated this 26<sup>th</sup> day of April, 2017.

NEBRASKA POWER REVIEW BOARD



Frank J. Reida  
Chairman

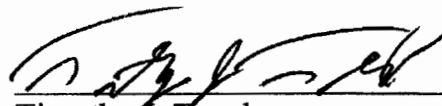
**CERTIFICATE OF SERVICE**

I, Timothy J. Texel, Executive Director and General Counsel for the Nebraska Power Review Board, hereby certify that a certified copy of the Certificate of Approval for the Seward County Public Power District's Petition for Dissolution was hand delivered to the office of the Secretary of State for the State of Nebraska at the address below. I further certify that a certified copy was sent to the County Clerk for Seward County at the address below via regular U.S. mail, first class postage prepaid, ad to the Seward County Public Power District's legal counsel via certified U.S. Mail at the addresses below on this 27<sup>th</sup> day of April, 2017.

The Honorable John A. Gale  
Secretary of State for the State of Nebraska  
State Capitol, Suite 2300  
Lincoln, NE 68509

Sherry Schweitzer  
Seward County Clerk  
P.O. Box 190  
Seward, NE 68434

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Timothy J. Texel