

PROPOSED BOARD RESOLUTION
(Regional Resource Stewardship Council and
Regional Energy Resource Council Charter Continuation)

WHEREAS the Tennessee Valley Authority (TVA) established the Regional Resource Stewardship Council (RRSC) to advise TVA about its resource stewardship activities and the Regional Energy Resource Council (RERC) to advise TVA about its energy resource activities; and

WHEREAS these councils have proven to be effective tools in obtaining input from and achieving collaboration among the numerous public and private entities and individuals involved with and interested in natural resource stewardship activities, and in the development and management of energy resources in the Tennessee Valley region; and

WHEREAS the TVA Board approved renewal of the RRSC thirteenth term for fifteen months and the RERC sixth term for twenty-four months; and

WHEREAS extending the term from fifteen months to twenty-four months will allow the RRSC to continue its thirteenth term; and

WHEREAS continuation of the RRSC for a fourteenth term and the RERC for a seventh term will also be beneficial; and

WHEREAS the Federal Advisory Committee Act requires the designation of a federal officer or employee referred to as Designated Federal Officer (DFO) to call and attend meetings of the councils and conduct other functions; and

WHEREAS the Federal Advisory Committee Act requires the Agency Head to designate a Committee Management Officer (CMO) to oversee administration of Federal Advisory Committee Act requirements; and

WHEREAS as detailed in a July 29, 2025, memorandum, a copy of which is filed with the records of the TVA Board of Directors as Exhibit 08/21/25E (the "Memorandum"), the Executive Vice President, Business Operations, has recommended the continuation of the RRSC for the remainder of a thirteenth term and a fourteenth term and the continuation of the RERC for a seventh term, all subject to GSA consultation, and approval of certain appointments and delegations related to the administration and membership of the councils, as further described in the Memorandum; and

BE IT RESOLVED, That the TVA Board of Directors hereby approves the charters of the RRSC and the RERC, copies of which are filed with the records of the Board as Exhibits 08/21/25F and 08/21/25G; authorizes the continuation of the RRSC's thirteenth term for a total of twenty-four months to expire on or around April 26, 2026 unless the fourteenth term is renewed earlier and authorizes any necessary charter updates for the thirteenth term; authorizes these councils to continue for additional two year terms for the fourteenth RRSC term and the seventh RERC term; and authorizes and directs TVA staff to complete the council charter filing process in accordance with the Federal Advisory Committee Act, all subject to GSA consultation; and

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RESOLVED further, That the TVA Board of Directors hereby delegates to the Chief Executive Officer (CEO) the authority to appoint members to these councils and to fill any vacancies in council membership that may arise during the course of their terms, in each case following consultation with the External Stakeholders and Regulation Committee, or successor committee, of the TVA Board of Directors; and

RESOLVED further, That the TVA Board of Directors hereby delegates to the CEO the authority to designate the DFO and CMO for the councils, which authority may be exercised as and when the CEO deems necessary, including upon the occurrence of a vacancy in those positions due to organizational changes or otherwise; and

RESOLVED further, That the TVA Board of Directors expresses its gratitude to the members of the thirteenth term of the RRSC and the sixth term of the RERC for their service to TVA and the Tennessee Valley region.

**Approved by TVA Board of
Directors
August 21, 2025
KAB
Assistant Secretary**

Business Operations

SUBJECT

The Executive Vice President (EVP), Business Operations, requests that the TVA Board of Directors (Board) authorize the continuation of the Regional Resource Stewardship Council (RRSC) and the Regional Energy Resource Council (RERC) each for two years for the fourteenth term of the RRSC and the seventh term of the RERC; authorize the continuation of the thirteenth term of the RRSC for a total of twenty-four months to expire on or around April 26, 2026, unless the council is renewed earlier, and to approve the attached charter of each council; and authorize and direct TVA staff to complete the charter filing process in accordance with the Federal Advisory Committee Act (FACA).

The EVP further requests that the Board delegate to the Chief Executive Officer (CEO) authority to appoint members to both councils and to fill any vacancies in council membership that may arise during the course of the thirteenth and fourteenth RRSC terms and seventh RERC term, in each case following consultation with the External Stakeholders and Regulation Committee, or successor committee, of the Board of Directors.

Additionally, the EVP requests that the Board delegate to the CEO the authority to designate the Designated Federal Officer (DFO) and Committee Management Officer (CMO) for the councils, which authority may be exercised as and when the CEO deems necessary, including upon the occurrence of a vacancy in those positions due to organizational changes or otherwise. The current DFO and CMO, or successors appointed by the CEO pursuant to the resolution, are the members of TVA staff that will direct completion of the charter filing process.

BACKGROUND

FACA provides that the status of an advisory committee must be reevaluated at least every two years prior to the end of each successive two-year renewal period. If renewal does not occur within the two-year period, the advisory committee must be reestablished. In 1999, the Board approved the creation of the RRSC to obtain the views of public and private entities and individuals involved with and interested in the stewardship of the natural resources of the Tennessee Valley region. The RRSC is in its thirteenth term and its continuation for a full 24-month period is beneficial. The thirteenth term of the RRSC was approved for fifteen months to correspond with the RERC's sixth term expiration, and if extended, the thirteenth term will expire on or around April 26, 2026, unless the council is renewed earlier. Renewal of the RRSC for a fourteenth term will allow the council to continue its valued role in advising TVA relative to its stewardship activities for up to two years from the date of filing the new charter.

In 2013, the Board approved the creation of the RERC to obtain the views of public and private entities and individuals involved with and interested in the development and management of energy resources in the Tennessee Valley region. The sixth term of the RERC expired on July 28, 2025. Continuation and reestablishment of the council for a seventh term will allow the council to continue its valued role in advising TVA relative to energy resource activities for up to two years from the date of filing the new charter. The RERC is expected to play this advisory role through the duration of its seventh term in matters such as the development and implementation of the Integrated Resource Plan, new Nuclear SMR programs, management of coal ash, and the proper role of distributed energy resources in the energy portfolio.

In 2022, pursuant to the requirements of FACA, the Board designated the predecessor position to the Vice President, External Stakeholder & Regulatory Oversight, to serve as the DFO for the councils, and designated the predecessor position to the Director, Public and Community Engagement, to serve as the CMO for the councils. These designations continue in effect to the TVA staff holding those positions at the time of designation until or unless new designations are provided.

Consultation with GSA is required 1) prior to filing of the charters for the fourteenth and seventh terms under FACA and 2) due to an executive order impacting GSA. Continuation of the council terms are subject to GSA consultation.

Both the RRSC and the RERC charters provide that each council will consist of up to 20 members, and membership must be balanced and include a broad range of diverse views and interests.

For the RRSC membership, seven of the members will be nominated by the Governors of the Valley states. The membership of the RRSC shall include at least three members representing local power companies and at least one member representing each of the following interests: a directly served customer of TVA, a beneficiary of TVA's navigation program, a beneficiary of TVA's flood control program, a recreational interest, a representative of a federally recognized Indian tribe who has an interest in the Tennessee Valley, and an environmental interest. TVA will appoint up to four additional members to ensure a balanced representation of a broad range of views.

Following consultation with the governors' offices, the DFO will develop a recommendation for appointments to the council. Staff is recommending that the Board delegate to the CEO the authority to appoint members to the fourteenth term of the RRSC and to fill any vacancies that may arise during the term.

For the RERC membership, seven of the members will be nominated by the Governors of the Valley states. The RERC must also include at least four members representing customers of TVA such as local power companies that distribute TVA power, direct-served industrial customers of TVA, or trade organizations representing these groups, and at least two members representing each of the following interests: non-governmental entity focused on environmental

and/or energy issues, chamber of commerce or economic and community development, and academic or research center. TVA may appoint up to three additional members to ensure balanced representation of a broad range of views.

Following consultation with the governors' offices, the DFO will develop a recommendation for appointments to the council. Staff is recommending that the Board delegate to the CEO the authority to appoint members to the seventh term of the RERC and to fill any vacancies that may arise during the seventh term.

TVA staff will report advice and recommendations of both the RRSC and the RERC to the External Stakeholders and Regulation Committee, or successor committee, of the Board.

CONTINUITY OF OPERATIONS CRITERIA

Under Section 1.6 of the Bylaws, the remaining Board members in office may, as a Board without a quorum, continue to exercise those powers of the Board "which are necessary to assure continuity of operations of [TVA] along the lines established while [TVA] was guided by a quorum of the Board, but shall not have the authority to direct [TVA] into new areas of activity, to embark on new programs, or to change [TVA's] existing direction." TVA's RRSC and RERC have been in existence for over twenty-five years and ten years respectively. Further, TVA has established only these two FACA councils, which supply helpful and important information to TVA staff and the TVA Board. Additionally, these councils have proven to be effective tools in obtaining collective input from and achieving collaboration among the numerous public and private entities and individuals involved with and interested in natural resource stewardship activities, and in the development and management of energy resources in the Tennessee Valley region. In that regard, the FACA councils are one of many ways that TVA ensures transparency into its decision-making process on issues of major public importance. If the councils are continued, TVA intends to host 1) council meetings in Fall of 2025 to kick off the new terms and 2) at least four council meetings for the RRSC and the RERC respectively during the new terms. During the fourteenth term of the RRSC, topics planned for discussion include floating cabins, the TVA reservoir land policy, recreational interests on TVA's public lands, river management, and integrated resource planning. For the seventh term of the RERC, topics planned for discussion include integrated resource planning, the Nuclear SMR program, and other forms of generation, at appropriate times.

The councils have provided collective advice on many of these topics since the councils' inceptions and council members have shared continuing interest in receiving updates and providing ongoing advice. The Board has approved policies and programs related to these topic areas, and TVA will benefit from the councils' advice.

ALTERNATIVES CONSIDERED

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TVA considered allowing the charters for the FACA councils to expire without continuation of terms, but that alternative was not selected due to the important role that the FACA councils play to ensure that TVA involves a broad cross-section of the public in matters of major importance.

RECOMMENDED ACTION AND POTENTIAL IMPACTS

Staff recommends that the Board approve the attached council charters for the fourteenth term of the RRSC and the seventh term of the RERC; authorize the continuation of the RRSC thirteenth term until or around April 26, 2026 unless the council is renewed earlier; authorize the renewal of the fourteenth term of the RRSC for a two year term; continue and reestablish the RERC for a two-year term; authorize and direct TVA staff to complete the charter filing process, all subject to GSA consultation; delegate to the CEO the authority to appoint members to both the RRSC and the RERC and to fill vacancies in membership for both councils, in each case following consultation with the External Stakeholders and Regulation Committee, or successor committee, of the Board; and delegate to the CEO the authority to designate the DFO and the CMO for the councils, which authority may be exercised as and when the CEO deems necessary, including upon the occurrence of a vacancy in those positions due to organizational changes or otherwise.



Jeremy Fisher
Executive Vice President, Business Operations and Chief Business Officer

Attachments

REVIEWED AND APPROVED:



August 1, 2025

Rebecca Tolene
Executive Vice President and
General Counsel

Date



August 1, 2025

Don Moul
President and Chief Executive Officer

Date

Charter of Regional Resource Stewardship Council Term 14

1. **Advisory Committee's Official Designation.** Regional Resource Stewardship Council (RRSC).
2. **Authority.** The RRSC is a discretionary advisory committee established under the authority of the Tennessee Valley Authority (TVA) in accordance with the provisions of the Federal Advisory Committee Act (FACA), as amended, 5 U.S.C. 10.
3. **Objectives and Scope of Activities.** Under the TVA Act, TVA has been charged with the wise use and conservation of the natural resources of the Tennessee River drainage basin and adjoining territory for the general purpose of fostering the orderly and proper physical, economic, and social development of the Tennessee Valley region. To help achieve this mission, TVA has created and operates the Nation's largest public power system, providing reliable and affordable electricity to more than 10 million people in parts of seven southeastern States. As the region has developed and the population grown, the stewardship of its natural resources has become both more complex and more important. TVA has always cooperated and worked closely with other public agencies and private entities that have responsibilities for and interest in the use and conservation of the region's natural resources. As competition for finite resources grows, fulfilling TVA's integrated resource stewardship mission will require increased cooperation with these other public agencies and private entities. It is in TVA's interest, and the interest of the public it serves, to establish a mechanism for routinely obtaining the views and advice of the public agencies and private entities involved in and affecting natural resources and stewardship activities. Accordingly, TVA established the Regional Resource Stewardship Council to provide TVA advice on its stewardship activities and the priorities among competing objectives and values. TVA's stewardship activities include the operation of its dams and reservoirs, its responsibilities for navigation and flood control, the management of the lands in its custody, water quality, wildlife habitat, and recreation.
4. **Description of Duties.** In accordance with the TVA Act of 1933, as amended, and FACA, the purpose of the RRSC is to provide advice only, and TVA retains sole responsibility for the management and operation of its stewardship activities and for all decisions regarding matters under consideration by the council.
5. **Agency or Official Receiving the Advisory Committee's Advice/Recommendations.** The council's advice is reported to the committee of the TVA Board of Directors having responsibility for external relations.
6. **Support.** TVA through its Stakeholder Engagement department, or successor, shall provide the RRSC with sufficient facilities in which to conduct its meetings and to provide a repository for its minutes and other records. TVA will also provide the council with appropriate administrative support as needed. TVA shall provide such additional funding as reasonably necessary to achieve the purposes for which the council was created and shall provide any further guidelines and management controls as may be necessary to further the objectives of the council.

- 7. Estimated Annual Operating Costs and Staff Years.** The estimated annual operating costs of the council are \$175,000 and TVA staff time equal to 1.5 full-time equivalent.
- 8. Designated Federal Officer (DFO).** The TVA Board of Directors, or its designee, shall appoint the DFO for the RRSC, which shall be a full-time or permanent part-time employee of TVA. As required by law, the DFO (or other employee designated and trained as an alternate DFO) shall approve or call all of the council's meetings and any meetings of subcommittees, approve the agenda for each meeting, attend all meetings of the council and its subcommittees, adjourn any meeting when the DFO determines adjournment to be in the public interest, chair meetings when the designated Chair of the RRSC is not in attendance and when otherwise directed to do so by the TVA Board of Directors or its designee, ensure the council's activities comply with FACA and any other applicable laws and regulations, fulfill the applicable requirements under §10(b) of FACA (5 U.S.C. 1009(b)) by maintaining information on the council's activities and providing such information to the public as applicable, provide RRSC members with appropriate training for efficient operation and compliance with FACA, and ensure that a public facing website is created and maintained.
- 9. Estimated Number and Frequency of Meetings.** The RRSC shall meet approximately twice annually and may be called to meet more often by the DFO.
- 10. Duration.** The duration of the advisory committee is continuing, subject to the Termination section below.
- 11. Termination.** In accordance with FACA, the RRSC will terminate no more than two years from the filing date of this charter unless it is renewed.
- 12. Membership and Designation.** Members of the RRSC shall be considered representatives of the group, organization, or other entity identified by TVA in making the appointment. The RRSC shall consist of up to 20 members appointed by the TVA Board of Directors, or its designee. The members shall serve at the discretion of the TVA Board of Directors, or its designee. All members of the council shall be persons possessing demonstrated professional or personal qualifications relevant to TVA's stewardship activities.

The TVA Board of Directors, or its designee, shall ensure that the membership of the council is balanced and that it represents and includes a broad range of diverse views and interests, including recreational, environmental, industrial, business, consumer, educational, tribal and community leadership interests.

The Governors of Alabama, Georgia, Kentucky, Mississippi, North Carolina, Tennessee, and Virginia will each be asked to nominate a member to the Council, taking into account the need for a balanced and diverse membership.

The TVA Board of Directors, or its designee, shall appoint seven members nominated by the Governors and shall appoint up to 13 additional members. In the event that a Governor nominee is not timely received at the beginning of a new term, TVA may reappoint the previous Governor-nominated member to serve on an interim basis until a new Governor nominee is received.

The membership of the RRSC shall include at least three members representing local power companies and at least one member representing each of the following interests: a directly

served customer of TVA, a beneficiary of TVA's navigation program, a beneficiary of TVA's flood control program, a recreational interest, a representative of a federally recognized Indian tribe who has an interest in the Tennessee Valley, and an environmental interest. The TVA Board of Directors, or its designee, will appoint up to four additional members to ensure a balanced representation of a broad range of views.

Each member shall be appointed for a term of two years, except that any interim Governor nominee may be appointed to serve only until a new Governor nominee is received. Whenever a vacancy occurs, TVA Board of Directors, or its designee, may appoint a replacement for the remainder of the applicable term. The DFO shall designate one Council member as the Council Chair.

Each member shall serve without compensation and shall not be considered an employee of TVA. However, members engaged in the performance of their Council duties away from their homes or regular places of business may be allowed reimbursement for travel expenses, including per diem in lieu of subsistence, as authorized by 5 U.S.C. § 5703.

13. Subcommittees. TVA through its Stakeholder Engagement department will create any subcommittees which may be necessary to fulfill the council's mission. Any subcommittees created must report back to the council and shall not provide advice or work products directly to TVA.

14. Recordkeeping. The records of the council, formally and informally established subcommittees, or other subgroups of the council shall be handled in accordance with General Records Schedule 6.2, or other approved agency records disposition schedule. These records shall be available for public inspection and copying, subject to the Freedom of Information Act, 5 U.S.C. § 552.

15. Filing Date (TBD – subject to GSA consultation).

Charter of the Regional Energy Resource Council Term 7

1. **Advisory Committee's Official Designation.** Regional Energy Resource Council (RERC).
2. **Authority.** The RERC is a discretionary advisory committee established under the authority of the Tennessee Valley Authority (TVA) in accordance with the provisions of the Federal Advisory Committee Act (FACA), as amended, 5 U.S.C. 10.
3. **Objectives and Scope of Activities.** Under the TVA Act, TVA has been charged with the wise use and conservation of the natural resources of the Tennessee River drainage basin and adjoining territory for the general purpose of fostering the orderly and proper physical, economic, and social development of the Tennessee Valley region. To help achieve this mission, TVA has created and operates the Nation's largest public power system, providing reliable and affordable electricity to more than 10 million people in parts of seven southeastern States. It is in TVA's interest, and the interest of the public it serves, to establish a mechanism for routinely obtaining the views and advice of other public and private entities and individuals involved with and interested in the development and management of energy resources in the Tennessee Valley region. Accordingly, TVA established the RERC to provide TVA advice on its energy resource activities and the priorities among competing objectives and values. TVA's energy resource activities include the construction and operation of various supply-side resources, including fossil-fueled power plants, nuclear plants, hydroelectric dams, and renewable resources; the development and management of demand-side resources, including energy efficiency; the design, construction, and operation of power delivery systems; and the integration of all of these energy resources into plans for meeting future demands for electricity in the TVA region.
4. **Description of Duties.** In accordance with the TVA Act of 1933, as amended, and FACA, the purpose of the RERC is to provide advice only, and TVA retains sole responsibility for the management and operation of its energy resource activities and for all decisions regarding matters under consideration by the council.
5. **Agency or Official Receiving the Advisory Committee's Advice/Recommendations.** The council's advice is reported to the committee of the TVA Board of Directors having responsibility for external relations.
6. **Support.** TVA through its Stakeholder Engagement department, or successor, shall provide the RERC with sufficient facilities in which to conduct its meetings and to provide a repository for its minutes and other records. TVA will also provide the council with appropriate administrative support as needed. TVA shall provide such additional funding as reasonably necessary to achieve the purposes for which the council was created and shall provide any further guidelines and management controls as may be necessary to further the objectives of the council.
7. **Estimated Annual Operating Costs and Staff Years.** The estimated annual operating costs of the council are \$175,000 and TVA staff time equal to 1.5 full-time equivalent.

- 8. Designated Federal Officer (DFO).** The TVA Board of Directors, or its designee, shall appoint the DFO for the RERC, which shall be a full-time or permanent part-time employee of TVA. As required by law, the DFO (or other employee designated and trained as an alternate DFO) shall approve or call all of the council's meetings and any meetings of subcommittees, approve the agenda for each meeting, attend all meetings of the council and its subcommittees, adjourn any meeting when the DFO determines adjournment to be in the public interest, chair meetings when the designated Chair of the RERC is not in attendance and when otherwise directed to do so by the TVA Board of Directors or its designee, ensure the council's activities comply with FACA and any other applicable laws and regulations, fulfill the applicable requirements under §10(b) of FACA (5 U.S.C. 1009(b)) by maintaining information on the council's activities and providing such information to the public as applicable, provide RERC members with appropriate training for efficient operation and compliance with FACA, and ensure that a public facing website is created and maintained.
- 9. Estimated Number and Frequency of Meetings.** The RERC shall meet approximately twice annually and may be called to meet more often by the DFO.
- 10. Duration.** The duration of the advisory committee is continuing, subject to the Termination section below.
- 11. Termination.** In accordance with FACA, the RERC will terminate no more than two years from the filing date of this charter unless it is renewed.
- 12. Membership and Designation.** Members of the RERC shall be considered representatives of the group, organization, or other entity identified by TVA in making the appointment. The RERC shall consist of up to 20 members appointed by the TVA Board of Directors, or its designee. The members shall serve at the discretion of the TVA Board of Directors, or its designee. All members of the council shall be persons possessing demonstrated professional or personal qualifications relevant to TVA's energy resource activities.

The TVA Board of Directors, or its designee, shall ensure that the membership of the council is balanced and that it represents and includes a broad range of diverse views and interests, including environmental, industrial, business, consumer, educational, and community leadership interests.

The Governors of Alabama, Georgia, Kentucky, Mississippi, North Carolina, Tennessee, and Virginia will each be asked to nominate a member to the council, taking into account the need for a balanced and diverse membership.

The TVA Board of Directors, or its designee, shall appoint seven members nominated by the Governors and shall appoint up to 13 additional members. In the event that a Governor nominee is not timely received at the beginning of a new term, TVA may reappoint the previous Governor-nominated member to serve on an interim basis until a new Governor nominee is received. The membership of the RERC shall include at least four members representing customers of TVA such as local power companies that distribute TVA power, direct-served industrial customers of TVA, or trade organizations representing these groups, and, at least two members representing each of the following interests: non-governmental entity focused on environmental and/or energy issues, chamber of commerce or economic and community development, and academic or research center. The TVA Board of Directors, or its designee, will appoint up to three additional members to ensure a balanced

representation of a broad range of views.

Each member shall be appointed for a term of two years, except that any interim Governor nominee may be appointed to serve only until a new Governor nominee is received. Whenever a vacancy occurs, the TVA Board of Directors, or its designee, may appoint a replacement for the remainder of the applicable term. The DFO shall designate one council member as the Council Chair.

Each member shall serve without compensation and shall not be considered an employee of TVA. However, members engaged in the performance of their council duties away from their homes or regular places of business may be allowed reimbursement for travel expenses, including per diem in lieu of subsistence, as authorized by 5 U.S.C. § 5703.

13. Subcommittees. TVA through its Stakeholder Engagement department, or successor, will create any subcommittees which may be necessary to fulfill the council's mission. Any subcommittees created must report back to the council and shall not provide advice or work products directly to TVA.

14. Recordkeeping. The records of the council, formally and informally established subcommittees, or other subgroups of the council shall be handled in accordance with General Records Schedule 6.2, or other approved agency records disposition schedule. These records shall be available for public inspection and copying, subject to the Freedom of Information Act, 5 U.S.C. § 552.

15. Filing Date (TBD – subject to GSA consultation).