

No. 25-02

Approved by the Board of Directors
at its August 21, 2025, meeting:



Executive Vice President, General
Counsel and Corporate Secretary

MINUTES OF MEETING
OF
THE BOARD OF DIRECTORS
TENNESSEE VALLEY AUTHORITY
May 8, 2025

A meeting of the Board of Directors of the Tennessee Valley Authority was held in the Putnam County Convention Center, 6000 Tennessee Avenue, Cookeville, Tennessee, on May 8, 2025. The meeting was called to order at 9:00 a.m. (CT). The meeting agenda was announced to the public on May 1, 2025. The meeting was open to public observation.

Board members in attendance were: Director and Chair William (Bill) Renick and Directors Beth Geer, Robert (Bobby) Klein, and Wade White.

Also present were TVA officers, including Don Moul, President and Chief Executive Officer; Thomas C. Rice, Senior Vice President and Chief Financial Officer; Tim Rausch, Executive Vice President and Chief Nuclear Officer; Jeannette Mills, Executive Vice President and Chief Administrative Officer; Bryan Williams, Senior Vice President, Generation Projects and Fleet Services; and Rebecca Tolene, Executive Vice President, General Counsel and Corporate Secretary. Rebecca Tolene served as the Board's parliamentarian.

Chair Renick presided over the meeting, which was duly called, notice to each Director having been delivered pursuant to Section 1.2 of the Bylaws governing meetings of the Board of Directors of the Tennessee Valley Authority. A quorum was not present.

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25-02-1 Welcome

Chair Renick expressed his appreciation for the hospitality the Board received from Putnam County and expressed his appreciation for the service of Joe Ritch and Michelle Moore, who transitioned off the Board of Directors. Chair Renick also expressed his appreciation for the service of Jeff Lyash, who recently retired from TVA. Chair Renick discussed the search process and the selection of Don Moul as the next President and Chief Executive Officer of TVA.

The Board then heard remarks from Rebecca Tolene, Executive Vice President, General Counsel and Corporate Secretary. Ms. Tolene discussed that TVA's governance framework provides clear and deliberate guidance in circumstances where there is not a quorum. Ms. Tolene explained that under Section 1.6 of the Bylaws, the Board is authorized to continue to undertake actions necessary to ensure the continuity of TVA's operations, consistent with the policies and directions established when a quorum was present. Ms. Tolene discussed that the Board is also authorized to address administrative matters such as approval of the minutes but in the interest of maintaining the highest standards of governance, the adoption of the Integrated Resource Plan has been deferred until there is a full quorum of the Board. Ms. Tolene discussed the new Chairs of the Committees and confirmed that today's meeting is properly constituted and can lawfully proceed in the absence of a quorum. A copy of the slide used by Ms. Tolene in her presentation is filed with the records of the Board as Exhibit 05/08/25A.

Chair Renick next called on Jessica Dufner, Vice President, Communications, to summarize the comments received during the Board's public listening session. Ms. Dufner summarized that the Board heard from more than 35 individuals in person and through electronic comment submission. Ms. Dufner reported the comments were from a cross section of Valley stakeholders including Valley residents, environmental organizations, industrial energy consumers, and TVA's public power partners.

Ms. Dufner reported that multiple speakers discussed the need to increase generation capacity and the importance of affordable and reliable electricity to maintain regional energy security. Ms. Dufner reported that speakers also encouraged TVA to continue its leadership in nuclear energy, especially the development of small modular reactors. Ms. Dufner reported speakers requested TVA to add solar and other renewable energy instead of fossil fuels as TVA expands generation and to include more renewables in the Integrated Resource Plan, citing climate concerns, the cost of building solar energy, and the investment needed to build new fossil plants. Ms. Dufner reported that speakers asked TVA to promote solar and other renewable energy as part of the Resilience 360° Program. Ms. Dufner reported that other speakers opposed the proposed Cheatham County gas-fired plant, citing concerns about public safety, local roads and infrastructure, environmental impacts, and the impact on local property owners.

Chair Renick expressed his appreciation to the members of the public who spoke and provided comments to the Board.

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Old Business

After a motion duly made and seconded, the Board approved the minutes of its February 13, 2025, meeting.

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New Business

25-02-2 Report of the Finance, Rates, and Portfolio Committee

Chair Renick called on Director Wade White, Chair of the Finance, Rates, and Portfolio Committee, to present the Committee's report. Director White reported that the Committee met on April 16th to receive updates on various items.

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25-02-3 Financial Update

Director White called on Thomas C. Rice, Senior Vice President and Chief Financial Officer, to provide a financial update. Mr. Rice provided a report on the financial results for the second quarter of Fiscal Year 2025. Mr. Rice reviewed TVA's revenue, expenses, and summary income and cash flow statements. A copy of the slides used by Mr. Rice in his presentation is filed with the records of the Board as Exhibit 05/08/25B.

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Director White reported that the Committee received updates on TVA's Integrated Resource Plan, which has been paused. Director White expressed the Committee's appreciation for the hard work that TVA staff and other stakeholders have put into the plan. Director White reported that the Committee looks forward to the opportunity to recommend approval once the Board and the Committee receive new colleagues.

Director White reported that the Committee received updates on TVA's cost optimization program launched in 2024 to help reduce operating costs. Director White reported TVA is making progress identifying areas of sustainable cost savings. Director White expressed the Committee's appreciation for the update from Matthew Rasmussen, Senior Vice President of Nuclear Operations, on the structured approach the nuclear organization is taking to find sustainable savings across TVA's nuclear fleet while providing reliable power to the Valley.

Director White called on Don Moul, President and Chief Executive Officer, to provide an update on where TVA is on refining TVA's operating model and organizational structure. Mr. Moul reported that TVA has followed a rigorous process to refine the operating model and design an organizational structure that prioritizes operational excellence and improves efficiency. Mr. Moul reported the announcement of the TVA Executive Council in late April and shared that the leaders of the functional level organization were announced this week with all the changes being effective June 9, 2025. Mr. Moul reported that TVA is working to complete the full organizational design and share the information along with next steps with employees in June. Mr. Moul reported TVA is taking a phased approach to announcing organizational design in the spirit of transparency, timeliness, and reducing uncertainty for employees to the greatest extent possible.

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25-02-4 Report of the Audit, Risk, and Cybersecurity Committee

Chair Renick called on Director Beth Geer, Chair of the Audit, Risk, and Cybersecurity Committee, to present the Committee's report. Director Geer reported that the Committee met in executive session with Ernst & Young and the Office of the Inspector General on April 9th and 10th, respectively, and met again on April 16th for its regular scheduled meeting.

Director Geer reported the Committee received a management update on TVA's cybersecurity program that focused on the risks of insider threats and the robust mitigation measures TVA takes to protect against both physical and cyber security risks. Director Geer reported the Committee also received updates on the efforts TVA is taking to update its policy regarding artificial intelligence (AI) and develop a pilot program for the use of AI to help improve efficiency in the day-to-day tasks of TVA's workforce.

Director Geer reported the Committee met by video conference on April 28th to review TVA's quarterly report to the Securities and Exchange Commission on Form 10-Q, which was filed on April 30th. Director Geer reported the Committee received a briefing from TVA staff and from Ernst & Young, which gave an independent assessment of TVA's financial reporting process.

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25-02-5 Report of the People and Governance Committee

Chair Renick called on Director Beth Geer, Chair of the People and Governance Committee, to present the Committee's report. Director Geer reported the Committee met on April 16th. Director Geer reported the Committee reviewed TVA's performance for the second quarter of Fiscal Year 2025 against goals and key performance measures. Director Geer reported that all performance measures for TVA's annual incentive plans except the nuclear metric are forecasted to meet or exceed planned performance. Director Geer reported that the nuclear metric was negatively impacted by unplanned outages at all three sites. Director Geer reported that for the Fiscal Year 2023-2025 Long-Term Incentive Plan performance cycle two out of four measures, Non-Fuel Delivered Cost of Power and Nuclear Performance Index, are forecasted below target.

Director Geer reported the Committee received a management update on potential changes to TVA's strategic elements, which the Committee may recommend for Board approval at a later time. Director Geer reported that the Committee received reports on Fiscal Year 2026 performance metrics with management informing the Committee it will likely not propose any substantive changes to the performance measures utilized for TVA's annual incentive plans.

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25-02-6 Report of the External Stakeholders and Regulation Committee

Chair Renick called on himself, as Chair of the External Stakeholders and Regulation Committee, to present the Committee's report. Chair Renick reported that the Committee met on April 16th and received updates concerning TVA's continued work with local power companies regarding TVA's asset strategy and path forward. Chair Renick reported that TVA management is working with local power companies to help chart a path forward that supports the public power model. Chair Renick reported that the Committee received summaries of highlights and key issues important to local power companies and other stakeholders. Chair Renick reported the Committee received an update on TVA's engagement efforts in communities impacted by planned dam safety projects at the Chatuge and Blue Ridge Dams. Chair Renick discussed how the Committee understands the important role TVA's reservoirs play in these communities and appreciates TVA's commitment to keep the communities informed as planning continues.

Chair Renick reported that the Committee received an update on Holly Springs Utility Department. Chair Renick reported that on May 1st, management took the necessary steps to file a legal complaint against the City of Holly Springs, the Mayor, and other Holly Springs officials in federal court. Chair Renick reported the complaint addresses multiple violations of the Wholesale Power Contract and is not a step TVA takes lightly. Chair Renick reported the goal

has been, and remains, to partner with Holly Springs Utility Department so that the electric department can provide power to those it serves and is able to operate in a financially sound and self-sustaining manner.

Director Geer called on Don Moul, President and Chief Executive Officer, to provide an update on the stakeholder interest in Memphis regarding the xAI project and discuss how xAI is serving load for data centers. Mr. Moul reported xAI has publicly announced its intent to continue investment in its supercomputer infrastructure in Shelby County. Mr. Moul reported xAI requested TVA along with Memphis, Light, Gas and Water (MLGW) to prepare the studies needed to support additional energy and capacity for their expanding project. Mr. Moul reported that TVA staff continues to work with MLGW to address the projected increased needs. Mr. Moul reported that TVA does not have any legal role to the extent xAI is pursuing generation options to serve its own load while those efforts are under way. Mr. Moul reported TVA will provide its support for the matters in which TVA is directly involved.

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25-02-7 Report of the Operations and Nuclear Oversight Committee

Chair Renick called on Director Bobby Klein, Chair of the Operations and Nuclear Oversight Committee, to present the Committee's report. Director Klein reported the Committee met on April 16th. Director Klein reported the Committee discussed a brief interruption of power for parts of the TVA service area in Kentucky during the February cold snap. Director Klein reported that the Committee appreciates TVA's and the local power company's efforts in ensuring TVA keeps the lights on and restoring power when severe weather hits.

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25-02-8 Operations Update

Director Klein called on Bryan Williams, Senior Vice President, Generation Projects and Fleet Services, to present an update on TVA's project performance. Mr. Williams reported TVA is in the midst of one of the largest building campaigns in the company's history. Mr. Williams reported new units at Johnsonville were brought online last week. Mr. Williams explained that the aeroderivative gas turbines are the first of their kind at TVA and are designed to ramp up and down very quickly to meet changes in energy demand. Mr. Williams reported the tenth and final unit is expected to be online this fall with all ten units providing 500 megawatts to the grid. Mr. Williams reported that the majority of TVA's coal plants have environmental control protection systems in place that remove 95% of emissions of sulfur dioxide and nitrogen oxides. Mr. Williams reported TVA recently completed the Selective Catalytic Reduction (SCR) project at Shawnee Fossil Plant, having installed nitrogen oxides emission reduction technology on Units 2, 3, 7, and 8. Mr. Williams explained that the SCRs allow the coal-fired units to continue to provide affordable and reliable power for the remainder of their life.

Mr. Williams reported TVA's hydro life extension work typically includes replacement of the turbine, the generator, and the electrical systems with the goal of improving their life for another 40 years. Mr. Williams reported that over 20 hydro life extension projects have been initiated with an average of two to three units in outage each year and that he anticipates completion of the Cherokee Unit 2 and Fort Loudoun 2 outages later this year. Mr. Williams reported that TVA launched the Chickamauga Unit 4 outage in April and that the Ocoee Plant 1 Unit 2 outage will begin in June. Mr. Williams reported it is TVA's goal to add 200 additional megawatts of hydro capacity while also extending the life of the hydro assets with the hydro life extension work. Mr. Williams expressed his appreciation to TVA employees and partners for

their work. Mr. Williams confirmed that six of the nine active Shawnee units have SCRs. Mr. Williams reported that the Cumberland Gas Plant is on schedule to bring two new units online in the fall of 2026. Mr. Moul reported that the nine units at Johnsonville can go from zero to 485 megawatts in four minutes and 50 seconds, which is about half the time of TVA's current fast start requirements. A copy of the slides used by Mr. Williams in his presentation is filed with the records of the Board as Exhibit 05/08/25C

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Director Klein reported the Committee received a report focusing on the recent unit outages at Watts Bar and Sequoyah Nuclear Plants with the TVA team performing a thorough review to determine the technical causes of these outages to prevent reoccurrence. Director Klein reported that during this outage period, the TVA team has used its time wisely to perform other needed maintenance while the units are down. Director Klein reported that both units are expected to be back online before the summer months. Director Klein expressed the Committee's appreciation to employees at Browns Ferry Nuclear Plant for receiving an Institute of Nuclear Power Operations rating of 1 for two consecutive years.

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25-02-9 Nuclear Operations Update

Director Klein called on Tim Rausch, Executive Vice President and Chief Nuclear Officer, to provide an update on TVA's nuclear performance. Mr. Rausch reported the team's priority remains safety and continuous learning every day. Mr. Rausch reported currently four of TVA's seven nuclear units operate at full capacity and that he expects all seven to be delivering safe and reliable power this month. Mr. Rausch reported the causes for the outages at both Sequoyah Unit 2 and Watts Bar Unit 1 were finalized and the organizational learnings were

captured. Mr. Rausch reported Browns Ferry Unit 2 successfully completed its refueling outage after 700 days of continuous service. Mr. Rausch reported that the Watts Bar Unit 2 refueling outage was planned and noted that the unit remains on track to return to service soon for safe and reliable operation for eighteen months. Mr. Rausch reported that each nuclear site completed its very formal confirmation process of ensuring safe, reliable operation for the entire summer last week. Mr. Rausch explained the nuclear life extension portfolio has a strong focus on long-term system health, reliability, and resilient operation to extend them out to 80 years. Mr. Rausch reported the implementation of the nuclear life extension plan is underway, which is expected to add 244 megawatts of additional nuclear generation to the grid over the next 10 to 15 years.

Mr. Rausch reported that the licensing of a potential new unit and subsequent license renewal of existing TVA's plants is in progress and on track and that he anticipates that the Nuclear Regulatory Commission (NRC) will approve the subsequent license renewal of Browns Ferry's operating units in early 2026, which will allow these three units to go to 80 years of life. Mr. Rausch reported TVA, along with a coalition of partners, recently resubmitted a small modular reactor grant application seeking an \$800 million grant from the U.S. Department of Energy (DOE) relative to its GEN III+ SMR program to advance design, construction permit application development, project planning, and long lead time parts identification. Mr. Rausch explained that this will not advance the project beyond what has been approved by the TVA Board of Directors and that management will continue to involve the Board in any decision to proceed into construction for the SMR project. Mr. Rausch reported that TVA has submitted one part of the construction permit application for an SMR at the Clinch River nuclear site and anticipates submitting part two of the application before the end of June.

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Director Klein reported that the Committee received an in-depth report on the progress of TVA's efforts at the proposed Clinch River nuclear site. Director Klein reported that TVA is on track to submit its construction permit application to the NRC this summer, having formally notified the NRC of its intent to file. Director Klein reported that the Committee understands there have been some suggestions that it and other Board members are not committed to the development of new nuclear projects. Director Klein reported that the Committee and the Board have approved management's recommendations on the path forward and provided up to \$350 million in funding to help support the development of the BWRX-300 design and engage in other planning and pre-construction activities. Director Klein called Bob Deacy, Senior Vice President, Clinch River Project, to provide an update on TVA's work at both the Clinch River nuclear site and on TVA's new nuclear program. Mr. Deacy reported TVA continues work within its budget to advance the project and expressed appreciation for the financial commitment authorized by the Board. Mr. Deacy reported that TVA does have an early site permit from the NRC for its Clinch River nuclear site. Mr. Deacy reported TVA notified the NRC this past month of its intent to submit a construction permit application on or before June 1 of this year. Mr. Deacy reported that TVA has already submitted an environmental report to the NRC, which is the first part of the application, and that the NRC had a public outreach meeting last week to inform the public of the process going forward. Mr. Deacy reported the NRC took a tour of the Clinch River nuclear site yesterday and had a lot of questions about the environmental report. Mr. Deacy reported that TVA continues to work with General Electric Company, Ontario Power Company, and Synthos Green Energy on the design of the BWRX-300. Mr. Deacy reported that TVA has boots on the ground at the General Electric Company headquarters where they are

intricately involved with the design of the plant. Mr. Deacy reported that this morning the Energy Minister of the Province of Ontario, Canada, announced they are going forward with the construction of the BWRX-300 at the Darlington plant site in Canada. Mr. Deacy reported that this is a big step forward for the BWRX-300, General Electric, and TVA's collaborating entities. Mr. Deacy reported that TVA plans to have boots on the ground when construction starts to be able to receive real-time lessons learned and provide them to TVA's project team in real time. Don Moul, President and Chief Executive Officer, discussed how having a completed design is critical to project delivery in terms of cost and schedule. Mr. Moul reported that TVA is actively pursuing another crucial element, which is additional funding partnerships. Mr. Moul reported TVA has also applied to the DOE for a grant to help fund the initial nuclear licensing cost for an SMR and is working closely with Tennessee Governor Bill Lee on funding to help develop an American-led new nuclear industry in this region. Mr. Moul reported that TVA is leveraging its considerable nuclear expertise in conjunction with others in the advanced nuclear industry, which gives TVA flexibility to incorporate other nuclear technologies beyond SMRs. Mr. Moul reported TVA is several steps ahead of other American utilities in SMR development.

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25-02-10 President's Report

Chair Renick called on Don Moul to provide the President's Report. Mr. Moul expressed his appreciation to Cookeville for hosting the TVA Board and discussed job growth and economic development in the Putnam County area. Mr. Moul reported the region's economic growth is being powered by advanced manufacturing, transportation, technology, and energy innovation, all of which require electricity. Mr. Moul reported the region's rising power demand demonstrates that TVA's mission of service does not have a pause button. Mr. Moul discussed

that TVA is building new generation that includes a slate of construction projects that will add flexible, dispatchable gas generation and plans to have between 500 and 1500 megawatts added each year in 2025, 2026, and 2027. Mr. Moul discussed that TVA is adding solar energy to the system through contracts as well as projects by local power companies through TVA's Generation Flexibility Program. Mr. Moul reported that TVA continues to invest in reliability and life extension of existing assets including improving the output and reliability of baseload nuclear units to power this region for many more decades. Mr. Moul reported that TVA is working with existing gas units to ensure they are resilient and reliable to power seasonal peaks. Mr. Moul reported TVA was evaluating coal units' lifespans, which have been critical in meeting demand through the years and remain an important part of TVA's diverse generation portfolio. Mr. Moul discussed more energy generation and more energy demand require a larger transmission grid, so TVA is investing approximately \$3.8 billion over the next five years to expand the grid with more delivery points, capacity, and technology upgrades to improve resiliency and efficiency.

Mr. Moul reported that because there is no pause on TVA's mission of service, TVA continues to work closely with its partners, local power companies, economic development organizations, and state and local governments to keep the Tennessee Valley region open for new economic opportunities and emerging industries. Mr. Moul reported that TVA's mission of service includes maintaining energy security so that the region is one of the most attractive places in the nation to make capital investments and create jobs. Mr. Moul reported that \$45.9 billion in capital investment has come to the region in the past five years and that the region has gained or retained more than 326,000 jobs. Mr. Moul reported TVA has committed to further strengthening partnerships but also focusing on its own financial stewardship. Mr. Moul

reported TVA needs to ensure it can fund the necessary construction, expansion, and upgrades in the energy system as the system grows. Mr. Moul reported TVA will continue to invest in energy innovation and continue identifying or intensifying efficiencies and best practices that reduce up to \$950 million in spending through TVA's ongoing cost optimization campaign. Mr. Moul reported energy security, construction, investment, innovation, and stewardship are a shared focus across TVA. Mr. Moul reported it is a shared focus for TVA leadership as it optimizes the organization and for employees working in the plants or in the field and on power lines. Mr. Moul reported the shared focus is with union partners that work closely with TVA and for stakeholders at the federal, state, and local levels. Mr. Moul reported that for 92 years TVA has not skipped a beat in making lives better and there will never be a pause button on the TVA mission. Copies of the slides used by Mr. Moul in his presentation are filed with the records of the Board as Exhibit 05/08/25D.

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25-02-11 Retention of Executive Search Firm

The individual Board members notationally approved the retention of The McAulay Smith Firm to assist the Board in identifying candidates for eventual succession to the position of Chief Executive Officer. A copy of the resolution is filed with the records of the Board as Exhibit 05/08/25E.

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25-02-12 Appointment of Chief Executive Officer

The majority of the Board members notationally approved the appointment of Don Moul as TVA's new President and Chief Executive Officer. A copy of the resolution is filed with the records of the Board as Exhibit 05/08/25F.

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Chair Renick closed the meeting by introducing a video on the many ways TVA is preparing to open trails, parks, and visitor centers for the summer months ahead.

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The meeting was adjourned at 10:02 a.m. (CT)