

No. 24-04

Approved by the Board of Directors
at its February 13, 2025, meeting:



Executive Vice President, General
Counsel and Corporate Secretary

MINUTES OF MEETING
OF
THE BOARD OF DIRECTORS
TENNESSEE VALLEY AUTHORITY
November 7, 2024

A meeting of the Board of Directors of the Tennessee Valley Authority was held in the Curris Center at Murray State University, 1415 Chestnut Street, Murray, Kentucky on November 7, 2024. The meeting was called to order at 9:00 a.m. (CT). The meeting agenda was announced to the public on October 31, 2024. The meeting was open to public observation.

Board members in attendance were: Director and Chair Joe Ritch and Directors Beth Harwell, Beth Geer, Robert (Bobby) Klein, William (Bill) Renick, Michelle Moore, Brian Noland, and Wade White.

Also present were TVA officers, including Jeffrey (Jeff) Lyash, President and Chief Executive Officer; Don Moul, Executive Vice President and Chief Operating Officer; John M. Thomas, Executive Vice President and Chief Financial and Strategy Officer; Tim Rausch, Executive Vice President and Chief Nuclear Officer; Dan Pratt, Senior Vice President, Customer

and Community Relations; and David Fountain, Executive Vice President, General Counsel and Corporate Secretary. David Fountain served as the Board's parliamentarian.

Chair Ritch 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 present.

24-04-1 Welcome

Chair Ritch expressed his appreciation for the hospitality the Board received from Murray State.

The Board then heard remarks from Dr. Tim Todd, Provost and Vice President of Academic Affairs of Murray State.

Chair Ritch expressed the Board's condolences to the family of former Director A.D. Frazier, who served on TVA's Board of Directors from 2019 to 2023.

24-04-2 Helene Overview, Response, and Recovery

Chair Ritch introduced a video on TVA's response to Hurricane Helene. Chair Ritch called on Jeff Lyash, President and Chief Executive Officer, to discuss his work with impacted communities. Mr. Lyash expressed his appreciation for TVA employees and discussed the work TVA has done in the communities. Chair Ritch next called on Director Brian Noland for comments. Director Noland discussed TVA's role in the area and expressed his appreciation to TVA leadership during the storm. Chair Ritch called on Don Moul, Executive Vice President and Chief Operating Officer, to provide an overview of TVA's operational performance during Hurricane Helene and the ongoing recovery. Mr. Moul discussed how the Tennessee River

watershed received two months' worth of rainfall in three days and how it was the first time in TVA's history that emergency procedures were executed near a dam. Mr. Moul discussed TVA's tracking of the storm and activation of emergency plan action at Nolichucky Dam. Mr. Moul noted TVA has made repairs to the Nolichucky Dam, completed numerous assessments of other impacted dams to confirm they were secure and stable, and assisted in capturing debris across the Douglas reservoir. Mr. Moul reported TVA is conducting an after-action review to capture lessons learned and opportunities for improvement. Mr. Moul expressed his appreciation to the River Forecast Center and Dam Safety teams for their ongoing work. Mr. Moul reported that during the event, transmission performed well, remaining secure and stable throughout. Mr. Moul reported TVA had twenty-one outages with no switchyards or generating units impacted. Chair Ritch expressed the Board's appreciation to all TVA employees who have worked on the recovery efforts. Copies of the slides used by Mr. Moul in his overview are filed with the records of the Board as Exhibit 11/07/24A.

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Chair Ritch next called on Jessica Dufner, Director of Business Communications, to summarize the comments received during the Board's public listening session. Ms. Dufner summarized that the Board heard from nearly 50 individuals in person and online.

Ms. Dufner reported the comments centered on local power leaders expressing their appreciation for TVA's response during Hurricane Helene and the recovery efforts. Ms. Dufner reported residents from Cheatham County expressed their opposition to TVA's proposed gas-fired generation site. Ms. Dufner reported multiple comments were made about the need for more generation and supply and transmission capacity with speakers encouraging TVA to expand the regional power system to ensure electricity for economic growth and energy demand.

Ms. Dufner reported several local power company officials spoke on the strong partnerships with TVA while expressing concerns about maintaining energy security for the region. Ms. Dufner reported comments on the xAI facility in Memphis, Tennessee regarding the amount of power being requested, potential environmental impacts, and future power demands of additional data center projects. Ms. Dufner reported speakers commented on TVA's use of fossil fuels and the ongoing impacts of extreme weather events associated with climate change. Ms. Dufner reported several comments on TVA's integrated resource planning process, comments addressing how TVA's management of the Tennessee River system supports local farmers, and comments about the loss of regional farmland as it is converted into solar installations. Director Beth Geer shared the Board should ensure rate structures are prepared not only for now but for the future and that TVA should take steps to address those concerns. Director Michelle Moore stated she shared Director Geer's concerns and stated TVA needs to fully assess its current rate structures to determine if the Board needs to take any action to ensure rates remain fair and stable. Mr. Lyash stated that the TVA team will undertake to look at rate structures and positions with this in mind and report back at the February Board and related Committee meetings. Mr. Lyash discussed growth and expansion of the system is important and Cheatham County is an example. Mr. Lyash reported that TVA is engaged with the Cheatham County community and that TVA is taking into account the community's expressed concerns. Mr. Lyash discussed the need for a reliable power system and the transition of the interconnection queue. Mr. Lyash discussed that TVA is in the feedback collection phase on the integrated planning process and encouraged everyone to provide comments.

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

Old Business

After a motion duly made and seconded, the Board approved the minutes of its August 22, 2024, meeting.

New Business

Chair Ritch called on TVA President and Chief Executive Officer Jeff Lyash to provide opening comments. Mr. Lyash discussed how hydropower combines two of TVA's priorities, clean power and reliable generation. Mr. Lyash expressed his appreciation for the TVA Kentucky staff who work to provide the area with clean energy. Mr. Lyash also expressed his appreciation for TVA employees, noting that Fiscal Year 2024 was the first year in a decade without a serious injury and that TVA finished among the industry leaders for both serious injury rate and recordable injury rate. Mr. Lyash expressed his appreciation for TVA employees who work to provide affordable, reliable power, employees who manage the river system, employees who volunteered 13,000 plus hours in communities, employees who are attracting new industries and new jobs, and employees who are making the energy cleaner. Mr. Lyash reported the safety performance is a result of the safety culture and partnership with the workforce, labor unions, and customers.

24-04-3 Report of the People and Governance Committee

Chair Ritch called on Director Brian Noland, Chair of the People and Governance Committee, to present the Committee's report. Director Noland reported the Committee met on October 16th and October 30th. Dr. Noland reported that annual and long-term incentive goals

for FY 2025 were approved notationally by the Board with the Committee's focus to align the incentive goals to strategy. Dr. Noland noted that the goals include staying within approved budgets and achieving strong operational performance and safety performance. Dr. Noland discussed leadership's long-term incentive goals of meeting operational spending, increasing carbon-free resources, and improving TVA's work with Valley partners. Mr. Lyash noted organizations perform best when they have clear goals, objectives, and metrics on which to focus. Mr. Lyash discussed how TVA used metrics to drive the serious injury rate and operational performance of gas operations. Director Klein expressed his appreciation for the good performance of TVA's generation fleets. A copy of the notational resolutions regarding TVA's annual and long-term incentive goals is filed with the records of the Board as Exhibit 11/07/24B.

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24-04-4 Winning Performance Team Incentive Plan and Executive Annual Incentive Plan Corporate Multiplier Approval for Fiscal Year 2024

Director Noland reported the Committee's first action item is compensation associated with last year's performance. Director Noland reviewed TVA performance over Fiscal Year 2024 and reported that TVA exceeded the stretch goals for all corporate scorecard measures except nuclear reliability and had its best transmission performance since the Load Not Served metric was started in the early 1980s. Dr. Noland reported that TVA met or exceeded targets for all corporate multiplier measures, including no serious injuries reported in Fiscal Year 2024. Dr. Noland reported the strong performance resulted in an annual scorecard of 170% and the Committee recommends a corporate multiplier of 1.0.

After a motion duly made and seconded, as recommended in a memorandum from President and Chief Executive Officer Jeff Lyash, the Board adopted the following resolution that is filed with the Board as Exhibit 11/07/24C.

WHEREAS in a memorandum dated October 16, 2024, a copy of which is filed with the records of the Board as Exhibit 11/07/24C (Memorandum), the Chief Executive Officer (CEO) outlined a recommended approval of TVA's Winning Performance Team Incentive Plan (WPTIP) and Executive Annual Incentive Plan (EAIP) Corporate Multiplier for FY 2024 for all participants as set out in that Memorandum and its attachment; and

WHEREAS on February 14, 2024, the TVA Board approved the WPTIP and EAIP Corporate Performance and Corporate Multiplier Measures and Goals for FY 2024; and

WHEREAS, as explained in the Memorandum, the Board must approve the Corporate Multiplier for both WPTIP and EAIP; and

WHEREAS, at its meeting on October 16, 2024, the People and Governance Committee reviewed the CEO's recommendations as outlined in the Memorandum; and

WHEREAS the People and Governance Committee has reviewed the performance of the WPTIP and EAIP Corporate Performance and Corporate Multiplier Measures and Goals for FY 2024 and recommends approval of the Corporate Multiplier as recommended in the Memorandum;

BE IT RESOLVED, That the Board approves the FY 2024 WPTIP and EAIP Corporate Multiplier to be effective for all participants in WPTIP and EAIP, in accordance with the terms of those plans, as set forth in the Memorandum and its attachment.

24-04-5 Long-Term Incentive Plan Scorecard Achievement Percentage Approval for Performance Cycle Ending in Fiscal Year 2024

Director Noland reported the Long-Term Incentive Plan applies to TVA leadership and supports long-term sustained success over a three-year period and is another form of at-risk compensation. Dr. Noland reported the Committee reviewed the long-term scorecard for the period of Fiscal Year 2022 through Fiscal Year 2024 with the measures established by the Board in August of 2021. Director Noland reported there are four measures and target was exceeded for two of the four with Load Not Served having its first and third best years since the metric

was started. Director Noland reported two of the four measures were below target. Director Noland reported the calculated scorecard amount was 143% and the Committee recommends the Board approve the payouts.

After a motion duly made and seconded, as recommended in a memorandum from President and Chief Executive Officer Jeff Lyash, the Board adopted the following resolution that is filed with the Board as Exhibit 11/07/24D.

WHEREAS in memorandum dated October 16, 2024, a copy of which is filed with the records of the Board as Exhibit 11/07/24D (Memorandum), the Chief Executive Officer (CEO) outlined a proposed recommendation regarding the results of the Long-Term Incentive Plan (LTIP) Performance Measures and Goals for FY 2024 for all participants other than the CEO; and

WHEREAS on August 18, 2021, the TVA Board approved the LTIP Performance Measures and Goals for the cycle ending in FY 2024; and

WHEREAS the People and Governance Committee has reviewed the results of the LTIP Performance Measures and Goals and recommends approval of the Scorecard Achievement percentage as set forth in the Memorandum and its attachment for all participants other than the CEO; and

BE IT RESOLVED, That, with regard to the LTIP performance cycle ending in FY 2024, the Board approves the results of the LTIP Performance Measures and Goals, and the Scorecard Achievement percentage as set forth in the Memorandum and its attachment for all participants other than the CEO.

24-04-6 CEO Fiscal Year 2025 Compensation

Director Noland reported the Committee worked with its independent compensation consultant to review market competitive data and performance to set the CEO's compensation structure for Fiscal Year 2025. Director Noland reported the Committee focused on the complex task of leading a large agency and balanced providing competitive market compensation with recognizing TVA's historically conservative compensation philosophy. Director Noland reported the Committee recommends the CEO's compensation structure remain the same as last year, which positions him below the market median of CEO compensation.

After a motion duly made and seconded, as recommended in a memorandum from Director Noland, Chair of the People and Governance Committee, the Board adopted the following resolution that is filed with the Board as Exhibit 11/07/24E.

WHEREAS in accordance with the TVA Act, as amended, and the TVA Compensation Plan, as approved by the Board, the People and Governance Committee (“Committee”) has considered and recommends no compensation adjustments for TVA’s Chief Executive Officer (“CEO”) beginning in Fiscal Year 2025 consisting of no change in target total direct compensation, as set forth in the October 30, 2024 Memorandum from Brian Noland to the Board, a copy of which is filed with the records of the Board as Exhibit 11/07/24E; and

WHEREAS Meridian Compensation Partners, the Committee’s independent executive compensation consultant, has reviewed and concurred with this recommendation;

BE IT RESOLVED, That the Board hereby approves the CEO’s compensation beginning in Fiscal Year 2025 consisting of no change to base salary, no change in annual incentive opportunity, and a performance grant and a retention grant under the LTIP in the same amounts as provided in Fiscal Year 2024, as set out in Exhibit 11/07/24E previously approved components of total compensation will remain unchanged.

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Director Noland reported the Committee reviewed recommendations related to payouts for the CEO under annual and long-term incentive plans. The Committee’s recommendations on those items are included in the Compensation Discussion and Analysis portion of TVA’s Form 10-K, and the Board will approve the Committee’s recommendations for Fiscal Year 2024 CEO compensation by approving the release of signatures on the 10-K prior to its filing on November 13, 2024. Director Noland reported the Committee reviewed its annual self-assessment and charter and conducted a review of the Board’s Code of Conduct.

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24-04-7 Report of the Audit, Risk, and Cybersecurity Committee

Chair Ritch called on Director Michelle Moore, Chair of the Audit, Risk, and Cybersecurity Committee, to present the Committee’s report. Director Moore reported the Committee met on October 16th and again on November 5th. Director Moore reported

cybersecurity has emerged as a top risk across the utility sector and artificial intelligence (AI) amplifies the existing cyber risk. Director Moore reported the Committee was briefed on TVA's AI policy that is designed to manage risks and provide a framework for evaluating AI use cases. Director Moore reported the Committee will be reviewing the AI policy annually and will be briefed on significant interim changes. Director Moore expressed her appreciation to Director Bill Renick for taking the lead on working with TVA's local power companies and TVA staff on cybersecurity activities.

Director Moore reported the Committee received a management update on TVA's Enterprise Risk & Assurance activities and discussed risk in the context of rules on climate-related disclosures issued by the Securities and Exchange Commission (SEC). Director Moore reported TVA is stepping up its reporting activities in this area in anticipation of eventual implementation of the final SEC rule. Director Moore reported management conducted a deep dive on two risk areas, coal combustion residuals and the river management system. Director Moore discussed TVA's dam safety program in which TVA leverages partnerships with national research labs, academic institutions, industry groups, and experts from the private sector to study climate change impacts, perform flood risk assessments and hydrologic risk calculations, and assess drought and other extreme hydrologic events. Director Moore reported TVA will receive the Enterprise Risk Management Global Award of Distinction at the Risk Management Society's upcoming conference.

Director Moore reported the Committee received a management update on several current and potential lawsuits, discussed the results of a recent ethical culture survey, and reviewed its annual self-assessment and charter. Director Moore reported the Committee participated in an executive session with the Inspector General for an update on ongoing audits

and investigations and then met separately with EY, TVA's independent auditor. Director Moore discussed a recent Office of Inspector General report on TVA's portfolio management process that found that not all projects were following the process.

Director Moore reported the Committee reviewed TVA's annual report on Form 10-K which will be filed with the SEC on November 13, 2024.

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24-04-8 Report of the Operations and Nuclear Oversight Committee

Chair Ritch 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 October 8th and toured the Bellefonte Nuclear site. Director Klein called on Don Moul, Executive Vice President and Chief Operating Officer, to provide an update on operational performance. Mr. Moul reported operational performance continues to be strong across the spectrum. Mr. Moul reported the transmission team's Load Not Served metric was the best ever and reported the power operations team and non-nuclear generation fleet have also continued to deliver reliable performance with TVA having had one of its best years for reliability in a decade across gas, hydro, and coal fleets. Mr. Moul reported for a second year in a row TVA delivered strong environmental performance, having ended Fiscal Year 2024 with no environmental violations of significance. Mr. Moul reported TVA is continuing to monitor and prioritize known risks and adjust its investment strategy to ensure TVA is making the most of funds to ensure reliability. Mr. Moul reported there are forty-one planned outages and TVA will be implementing 25 projects impacting 3,430 megawatts of capacity and addressing 2.5 million megawatt hours of reliability risk along with already being engaged in preparing for the winter

months. Mr. Moul reported work continues to advance on the selective catalytic reduction system for Shawnee Fossil Plant Unit 8.

Director Klein reported the Committee discussed TVA's role in management of coal ash and management's development of a long-term strategy. Director Klein reported the Institute of Nuclear Power Operations (INPO) attended the Committee's meeting in person and explained INPO's role in the nuclear industry's continuous learning and improvement efforts.

Director Klein called on Tim Rausch, Executive Vice President and Chief Nuclear Officer, to provide an update on nuclear fleet performance. Mr. Rausch reported the nuclear fleet has evaluated and analyzed its summer performance and incorporated lessons learned into winter season readiness. Mr. Rausch reported each site leader has provided a written declaration of reliability and readiness for the upcoming cold weather. Mr. Rausch reported currently five of seven nuclear units are operating at full capacity. Mr. Rausch reported Sequoyah Unit 2 remains in an extended outage to rebuild its main electrical generator and is expected to return to service in the spring of 2025. Mr. Rausch reported Watts Bar Unit 1 started its planned outage last week and noted that the outage is being performed safely. Mr. Rausch reported the nuclear life extension project portfolio has a strong focus on long-term system health, reliability, and resilient operation of the 8,300 megawatts of carbon-free generation represented by the nuclear fleet for 80 years and noted that implementation of this plan is underway. Mr. Rausch reported the fleet completed its analysis of Fiscal Year 2024 performance and reported areas of focus in culture, people, and reliability. Mr. Rausch reported a business plan revision has been crafted. Mr. Rausch reported new nuclear continues to make progress with GE Hitachi, Synthos Green Energy, and Ontario Power Group on the standard design of the BWRX-300 along with other advanced nuclear opportunities.

Director Klein reported the Committee discussed the fall refueling outage at Browns Ferry Unit 1, the in-process outage at Sequoyah Unit 2, and the upcoming refueling outage at Watts Bar Unit 1. Director Klein reported the Committee received a management update on the status of Sequoyah Units 1 and 2 and the efforts to fix equipment issues and return those units to service, with Unit 1 having been returned to service. Director Klein reported the Committee discussed the U.S. nuclear industry initiative to address resiliency in the context of climate-related and other impacts.

24-04-9 Report of the External Stakeholders and Regulation Committee

Chair Ritch called on Director Beth Harwell, Chair of the External Stakeholders and Regulation Committee, to present the Committee's report.

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24-04-10 Greater Than 100 MW Firm Power Arrangement with CTC Property, LLC (xAI)

Director Harwell called on Dan Pratt, Senior Vice President, Customer and Community Relations, to present the action item involving a request to make more than 100 megawatts of power available to a customer that will be served by Memphis, Light, Gas and Water (MLGW). Mr. Pratt reported the request is for 150 megawatts to support the xAI supercomputer project named Colossus. Mr. Pratt discussed the request has been made by TVA's largest customer, MLGW, as required by its TVA power contract. Mr. Pratt reported that MLGW and TVA have collaborated on the need for loads of this size to assist in managing their impact to TVA's system peak and not to negatively impact the system reliability for all customers. Mr. Pratt reported xAI has committed and demonstrated the ability to maintain a load consistent with

expectations established by MLGW and TVA in order to meet the requested in-service timeline. Mr. Pratt reported MLGW's President, Doug McGowen, discussed yesterday an investment in a water recycling system to reduce water usage from the Memphis aquifer. Mr. Pratt reported that, based on assurance from Mr. McGowen, TVA staff recommends approval of the request.

Mr. Pratt observed that TVA has an obligation to meet the power needs of companies and noted that discussions with companies typically focus on timelines for making new generation available. Mr. Pratt explained that, in this case, TVA has the ability to embed interruptible requirements to help TVA manage its peak load requirements. Copies of the slides used by Mr. Pratt in his presentation are filed with the records of the Board as Exhibit 11/07/24F.

Director Moore requested confirmation that if TVA approves MLGW's request, xAI's facilities can switch to TVA's cleaner power for its full load and no longer need the gas turbines it has installed behind the meter. Mr. Lyash, President and Chief Executive Officer, responded that TVA has an obligation to serve, and TVA cannot say no but can say when and under what system conditions it can serve the load. Mr. Lyash explained that xAI has agreed to participate in a demand response program. Mr. Lyash discussed that xAI has installed generation behind the meter and customers are free to install generation of any sort behind the meter. Mr. Lyash discussed that TVA does not regulate generation behind the meter but in this case the generators would be regulated by Tennessee Department of Environment and Conservation or the Environmental Protection Agency. Mr. Lyash explained that because TVA doesn't control xAI's generation, he cannot speculate on how xAI will use its generation in the future, but he presumes it would use TVA power once the facilities are complete and MLGW is in a position to supply the 150 megawatts. Director Geer stated that she strongly encourages TVA to do everything

within its power to continue working with MLGW and area industries to advance clean water solutions, to reduce pollution burdens, and to support the health and well-being of Memphis residents. Mr. Lyash discussed that TVA has long worked with Memphis to find a way to utilize the gray water and regrettably has not been successful up to this point. Mr. Lyash discussed xAI's engagement and willingness to construct a supplemental water treatment facility is exciting and the right thing environmentally. Mr. Lyash reported that TVA is not in control of that but does not see any reason it cannot be brought to reality. Director Harwell reported the Committee recommends approval.

After a motion duly made and seconded, as recommended in a memorandum from Dan Pratt, Senior Vice President, Customer and Community Relations, the Board adopted the following resolution that is filed with the Board as Exhibit 11/07/24G.

WHEREAS a new customer of Memphis, Light, Gas and Water (MLGW) has proposed to locate operations within the service territory of TVA; and

WHEREAS the new load requirement of the end-use customer is 150 megawatts, and the customer has requested to take the power by the end of the calendar year, possibly as early as December 1, 2024; and

WHEREAS TVA Board approval is required to authorize TVA to make available new amounts of firm power exceeding 100 megawatts; and

WHEREAS a memorandum from the Senior Vice President Customer & Community Relations, dated October 7, 2024, a copy of which is filed with the records of the Board as Exhibit 11/07/24G, recommends that the Board approve the arrangements set forth in the memorandum; and

BE IT RESOLVED, that after review of the memorandum, the Board of Directors finds it to be appropriate and in the interest of TVA, and hereby approves 150 MW of power supply to the new MLGW end-use customer on the requested timeline contingent on the new customer's agreement to certain demand response terms offered for similar customer loads.

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Director Harwell reported the Committee received an overview of TVA's communication efforts during Hurricane Helene with TVA working closely with local communities and other media outlets to provide timely and accurate information across all social media channels and traditional media sources. Director Harwell reported the Committee received a regional update on TVA and local power companies' grid transformation efforts that are focused on distribution grid transformation. Director Harwell reported the Committee received a report from management that highlighted TVA's publication on a leadership report on clean energy that outlines TVA's clean energy strategy, performance, and impacts throughout the Valley. Director Harwell reported the Committee received an update on economic development performance with TVA having a role in creating or retaining an estimated 52,750 jobs and bringing in a projected \$8.9 billion in capital investment in Fiscal Year 2024. Director Harwell reported the Committee received updates on local power companies' regulatory oversight and TVA's federal advisory committees and reviewed its annual self-assessment and charter.

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24-04-11 Report of Finance, Rates, and Portfolio Committee

Chair Ritch called on Director Wade White, Chair of the Finance, Rates, and Portfolio Committee, to present the Committee's report. Director White reported the Committee met on October 17th.

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24-04-12 Financial Update

Director White called on John Thomas, Executive Vice President and Chief Financial and Strategy Officer, to provide the financial performance report for Fiscal Year 2024. Mr.

Thomas reviewed revenues, expenses, and TVA's summary income statement and summary cash flow statement. Mr. Thomas noted the winters have been milder than normal while the summers have remained hot. Mr. Thomas reported that despite a rate increase, the fleet performance and fuel cost savings offset the rate increase, and customers paid a lower overall rate this year than last year. Mr. Thomas noted that base revenue was \$45 million favorable to budget, fuel expenses were down, O&M expense was \$57 million above budget, depreciation was under budget, and interest expense was lower due to overall lower debt. Copies of the slides used by Mr. Thomas in his report are filed with the records of the Board as Exhibit 11/07/24H.

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Director White reported the Committee received an update on the cost optimization program and staff has identified cost-saving measures and launched an enterprise transformation program that will continue to find additional sustainable savings with aggressive cost reduction targets. Director White reported the Committee received an update on the credits TVA offers to various customer groups along with an update on TVA's Valley Vision initiative. Director White reported the Committee completed its self-assessment and reviewed its charter.

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24-04-13 President's Report

Chair Ritch called on President and Chief Executive Officer Jeff Lyash to provide the President's Report. Mr. Lyash expressed how proud he was of TVA employees in the way they have carried out TVA's mission of service. Mr. Lyash discussed that TVA met the all-time power peak of 34,577 megawatts during Winter Storm Heather in January and set a new summer

peak record. Mr. Lyash discussed that more than half the energy TVA produced was carbon free and TVA expanded its solar portfolio to include more than 4,200 megawatts of solar either operating or under development. Mr. Lyash reported TVA rolled out Flexibility 2.0 to enable local power companies to generate more regional carbon-free energy and TVA is supporting American-made solar panels with a new manufacturing facility in Lawrence County, Alabama. Mr. Lyash reported the efficiency programs undertaken in Fiscal Year 2024 are expected to help customers save \$328 million in electric bills over the life of those energy efficiency improvements and to help avoid 577,000 tons of carbon emissions. Mr. Lyash noted the Home Uplift program completed its 6,400th Home Uplift project since the project was initiated a few years ago. Mr. Lyash discussed investing nearly \$3 million to help make 106 schools more energy efficient and noted TVA is seeing an increasing willingness of industries to work in partnership to shape loads as part of TVA's demand response programs.

Mr. Lyash discussed investing in the system to meet rising demand with TVA investing over \$3.9 billion in Fiscal Year 2024 to build new generation and infrastructure and enhance the performance and reliability of existing assets. Mr. Lyash reported TVA has worked with local power companies to help secure a \$250 million grant in a grid resilience and innovation partnership program from the Department of Energy. Mr. Lyash explained that the grants will fund eighty-four separate energy security projects to increase grid capacity, mitigate extreme weather risks, and speed development of clean energy projects along with creating about 800 jobs and supporting 360 disadvantaged communities. Mr. Lyash reported TVA put together a program office that is designed to help not just TVA but local power companies as opportunities materialize. Mr. Lyash reported that the lion share of the 1.5 million energy efficient efficiency programs will be over the three to five years although it is a 10-year program. Mr. Lyash

discussed TVA's role in the DOE GRIP grant which TVA got in partnership with a whole set of local power companies. Mr. Lyash reported TVA put together a program office that is designed to help not just TVA but local power companies as opportunities materialize.

Mr. Lyash reported Fiscal Year 2024 was another successful year in bringing jobs to the Valley with TVA helping to attract \$8.9 billion in project capital and helping to create more than 10,350 jobs and retain an additional 42,000 jobs.

Mr. Lyash reported TVA continues to prioritize energy innovation, being a leader in carbon reduction and preparing to lead the region and nation in advancing new technologies. Mr. Lyash noted TVA's investment in small modular reactor development continues to make TVA an industry leader in SMR technology and represents a disciplined, measured approach to developing it as a very real option in the future. Mr. Lyash discussed promoting regional carbon reduction with the Valley Pathways Study with the Baker School of Public Policy and Public Affairs. Mr. Lyash reported the draft Integrated Resource Plan was released for public comment and TVA is committed to working with partners as a part of the Connected Communities program. Mr. Lyash reported the Connected Communities program leverages partnerships among TVA, local power companies, local governments, and community organizations to expand and enhance broadband access and utilization.

Mr. Lyash discussed TVA's environmental stewardship finished more than 175 stewardship projects, leveraging over 45 local, state, federal, and nongovernmental organizational partnerships. Mr. Lyash reported TVA completed land condition assessments on more than 10,000 acres and assessed more than 3,000 natural resource and recreation assets.

Copies of the slides used by Mr. Lyash in his presentation are filed with the records of the Board as Exhibit 11/07/24I.

24-04-14 Amended TVA Board Practice Capital Project Approvals

As recommended by the Board Chair, the majority of the Board members notationally approved an amended TVA Board Practice Capital Project Approvals. A copy of the resolution is filed with the records of the Board as Exhibit 11/07/24J.

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24-04-15 Natural Gas Transportation Capacity Contract

As recommended by the Board Chair, and pursuant to a confidential memorandum, the individual Board members notationally approved TVA to enter into a natural gas transportation capacity contract. A copy of the resolution is filed with the records of the Board as Exhibit 11/07/24K.

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24-04-16 Long-Term Incentive Plan Measures and Goals

As recommended by the Board Chair, the individual Board members notationally approved the Long-Term Incentive Plan Performance Measures and Goals for the Fiscal Year 2024 to Fiscal Year 2026 and Fiscal Year 2025 to Fiscal Year 2027 performance cycles. A copy of the resolution is filed with the records of the Board as Exhibit 11/07/24L.

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Chair Ritch closed the meeting by recognizing the hard work of TVA's veterans. Chair Ritch introduced a video featuring a TVA employee and service member, Christian Strong.

The meeting was adjourned at 10:49 a.m. (CT)