

## **Protocol for Handling Requests Transparently**

### **Purpose:**

From time to time, people contact TVA or TVA employees to seek or request assistance with obtaining something of value from TVA. For example, the contact could be from:

- A member of the general public who is seeking a section 26a permit;
- A former TVA employee seeking assistance with a procurement matter;
- A member of a TVA council created pursuant to the Federal Advisory Committee Act (“FACA”), such as the Regional Resource Stewardship Council (“RRSC”) or the Regional Energy Resource Council (“RERC”); or
- An elected official who is seeking something of value from TVA for his or her personal benefit.

The contact may be made by correspondence, an electronic communication, or a personal conversation. It may also employ a variety of existing TVA procedures, policies, or business processes applicable to the assistance being requested.

No matter who makes the request, when something of value is being sought from TVA, the decision-making process needs to be fair, transparent, and evenhanded, both in fact and in appearance. TVA strives to identify situations where there is an increased risk that either a particular type of request or a request from a specific class of identified parties may compromise the impartiality of the decision, either in fact or in appearance.

This Protocol catalogs the attached mechanisms for handling specific kinds of requests that may require greater transparency. It is understood that different types of requests may trigger significantly different types of risks and should be handled by mechanisms specifically tailored to address those unique risks. This Protocol also provides a mechanism to periodically reevaluate the identified types of contacts, any associated risks resulting from such contacts, and the mechanisms in place to address potential impartiality issues.

This document supersedes all prior versions of the Protocol. All references made herein to a particular TVA committee, business unit, or position shall be deemed to include its successor.

### **Implementation:**

The Designated Agency Ethics Official (DAEO) compiles a list of areas where in management’s judgment there is an elevated risk that a particular type of request to TVA for something of value from a specified class of identified parties may compromise

the impartiality of the decision, either in fact or in appearance. The DAEO, working through the Ethics staff, will work with each TVA business unit that receives such requests to develop specific mechanisms to ensure that such requests are handled transparently and are coordinated with the Ethics staff and the Office of the Inspector General (OIG).

These mechanisms will be defined in greater detail and will be attached individually to this Protocol. At a minimum, each attached mechanism will identify the perceived risk, the TVA business unit primarily responsible for documenting contacts related to the risk, the thing of value being sought, the specified classes of requesting parties covered by the mechanism, how such requests will be handled and coordinated, and any consequences associated with failure to comply with the attached mechanism.

The identified mechanisms currently include:

- Attachment A – Section 26a Permits and Natural Resources Property Matters
- Attachment B – Procurement: Sole Source Contracts and Surplus Activities
- Attachment C – Donations and Corporate Contributions to be made by TVA
- Attachment D – HR/Personnel-Related Contacts and Inquiries

Management will review this Protocol, including the relevant mechanisms, at least annually and propose any additions, deletions, or revisions deemed necessary or appropriate. Any changes will be reported to the Audit, Risk, and Regulation Committee of the TVA Board (the “Committee”) each year.

In recognition that Board review of listings of individual concerns and inquiries reported pursuant to this Protocol has the potential to create the very type of impartiality concerns that this Protocol endeavors to prevent, detailed specific information will be shared with the Board only upon request, in compliance with any applicable attached mechanism, or if deemed appropriate in the Committee’s or management’s reasonable discretion.

In the absence of clear and direct knowledge of someone being a “covered person” (as that term is further defined in each of the following attachments) or such knowledge of the covered person’s associations, a TVA employee is not obligated to notify the Ethics staff or business unit responsible for the relevant attachment to this Protocol, and that employee is not expected to research someone’s “covered person” status or any relation to a covered person in the absence of such knowledge.

Nothing about this Protocol changes the process within TVA for reviewing and deciding whether to grant a request for a Thing of Value from a Covered Person (a “Request”). When TVA receives a Request, the TVA officer responsible for the affected program activity (“Responsible Officer”) shall disclose all relevant information about the Request to the Ethics staff and OIG. Any employee who determines that a Thing of Value has been requested by a Covered Party outside of an attached applicable mechanism or without the knowledge of management or the Responsible Officer should take the

necessary steps to inform the Responsible Officer so that the request can be handled appropriately in accordance with this Protocol.

The Ethics staff will maintain all documents about a Request in the Ethics files and records. The Ethics staff and the OIG will continue to have access to any documents maintained in the affected program activity's/business unit's files and information systems (to the extent that access to these files and systems are presently available to Ethics staff and OIG) with respect to any Request and for the duration of the process relating to such Request.

TVA employees will receive a training module, as part of TVA's required annual ethics training, on this Protocol, including how to report a Request pursuant to this Protocol.

## ATTACHMENT A

### Section 26a Permits and Natural Resources Property Matters

Section 26a of the TVA Act requires TVA approval be obtained before any construction, operation, or maintenance activities can be carried out that affect navigation, flood control, or public lands along the shoreline of the TVA lakes or in the Tennessee River or its tributaries. TVA maintains business practices to facilitate submitting and considering such requests on an impartial basis.

#### Risk

Someone may attempt to exercise special influence to obtain a 26a permit. This risk is generally mitigated by the use of a clearly defined permitting and documentation process that captures and records key milestones in the process. TVA recognizes that the public considers the issuance of 26a permits to be a public trust and that failure to consider all requests in an even-handed manner could potentially call into question the impartiality of TVA's business activities.

#### Business Unit Responsible

Natural Resources

#### Process

All applicants for a 26a permit are required to complete various documents, including an Applicant Disclosure Form. This form requires the applicant to self-identify whether the applicant belongs to a specified class of persons where TVA has determined that there may be a heightened risk that the applicant's status may compromise the impartiality of the decision, either in fact or in appearance. Natural Resources will maintain adequate documentation that informs the Ethics staff and the OIG when a "covered person" requests a 26a permit.

For as long as the request is active, the Ethics staff shall be given access to all written correspondence to and from the Covered Person (as such term is defined below) regarding such request. Upon request, the OIG will also receive a copy of all correspondence related to such request. Oral communication between TVA and the Covered Person regarding the request shall be documented and maintained by TVA, including the date and (to the extent readily available) time of the conversation and a general description of the items discussed.

## Things of Value

A “Thing of Value” for the purposes of this Attachment A is defined as

- Any request for a 26a permit; or
- Any interest in real property held by TVA in the name of the United States and in the programmatic purview of Natural Resources.

## Covered Persons

A “Covered Person” is any of the following individuals seeking or requesting official action from TVA for his or her personal benefit:

- An elected government official or a candidate to an elected government office (whether federal, state, or local);
- A senior management level employee of an entity that regulates TVA or its activities;
- A senior management level employee of a power customer of TVA;
- A current TVA employee or Director;
- A former TVA officer or former Director, for one year after such person’s last date of service with TVA;
- A current member of a TVA council created pursuant to the Federal Advisory Committee Act (“FACA”), such as the Regional Resource Stewardship Council (“RRSC”) or Regional Energy Resource Council (“RERC”), or former council member for one year after such person’s last date of service on the council; or
- The spouse or dependent child of any of the above individuals.

The notification procedures in this Attachment A do not apply to requests made by government entities (e.g., Tennessee Department of Transportation or City of Knoxville) or made in the normal course of an elected official’s duties, such as constituent referrals or actions or requests made explicitly on behalf of a government entity. When requesting a 26a permit from TVA, the person dealing with TVA on behalf of the government agency or the elected official acting in their official capacity is not required to self-identify because they are not seeking a Thing of Value for his or her personal benefit.

When a corporation or other non-government entity is asking for a Thing of Value, the entity will be considered a Covered Person if:

- A person dealing with TVA on behalf of the entity would be a Covered Person as described above; or
- A person known to have a significant financial interest in the entity would be considered a Covered Person if such person were making the request directly.

#### Failure to Comply

The provision of any information by a Covered Person that, upon review, is found to be materially erroneous or contains material omissions of fact shall be reported to the DAEO and the OIG. Further, 18 U.S.C. § 1001 provides that whoever, in any matter within the jurisdiction of any department or agency of the United States government, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact; makes any materially false, fictitious, or fraudulent statement or representation; or makes or uses any false writing or document knowing the same to contain any materially false, fictitious, or fraudulent statement or entry; shall be fined not more than \$10,000, or be imprisoned not more than five years, or both.

## ATTACHMENT B

### **Procurement: Sole Source Contracts and Surplus Activities**

Section 9(b) of the TVA Act and TVA-SPP-04.0, Management of the TVA Supply Chain Process, require that any contract action in excess of \$25,000 be competed unless the contract action on a non-competitive basis is properly justified and approved. Pursuant to TVA-SPP-04.0, items of personal property that are surplus to TVA are sold or transferred by competitive procedures or by noncompetitive negotiation at prices that provide fair value to TVA unless sales or transfers at less than fair value are desirable to further TVA programs or corporate interests.

#### Risk

Someone may attempt to exercise special influence to obtain a contract with TVA, particularly a sole source contract, or to obtain surplus equipment and items of personal property from TVA. This risk is generally mitigated by the use of documentation within Supply Chain's standard processes and procedures and forms. TVA recognizes that the public considers the issuance of TVA contracts and transfers and sales of surplus property acquired by power funds to be a public trust and that failure to consider all requests in an even-handed manner could potentially call into question the impartiality of TVA's business and contracting activities.

#### Business Unit Responsible

Supply Chain

#### Process

Supply Chain will maintain adequate documentation that will inform the Ethics staff and the OIG when a "covered person" requests that TVA enter into a sole source contract or requests access to TVA surplus property other than via a public auction. When a Supply Chain employee is in fact aware that a "Covered Person" has requested a "Thing of Value," as such terms are defined below, the employee will notify the Ethics staff (which notification can be as simple as sending an email), which will also create the record of such notification.

For as long as the request is active, the Ethics staff shall be given access to all written correspondence to and from the Covered Person (as such term is defined below) regarding such request. Upon request, the OIG will also receive a copy of all correspondence related to such request. Oral communication between TVA and the Covered Person regarding the request shall be documented and maintained by TVA, including the date and time of the conversation and a general description of the items discussed.

## Things of Value

A “Thing of Value” for the purposes of this Attachment B is (a) any request for the issuance of a sole source contract in excess of \$25,000, or (b) any request to acquire TVA surplus property other than via a public auction.

## Covered Persons

A “Covered Person” for the purposes of this Attachment B is any of the following individuals seeking or requesting official action from TVA for his or her personal benefit:

- An elected government official or a candidate to an elected government office (whether federal, state or local);
- A senior management level employee of an entity that regulates TVA or its activities,
- A senior management level employee of a power customer of TVA,
- A current TVA employee or Director;
- A former TVA employee or former Director, for one year after such person’s last date of service with TVA;
- A current member of a TVA council created pursuant to the Federal Advisory Committee Act (“FACA”), such as the Regional Resource Stewardship Council (“RRSC”) or Regional Energy Resource Council (“RERC”), or former council member for one year after such person’s last date of service on the council; or
- The spouse or dependent child of any of the above individuals.

The notification procedures in this Attachment B do not apply to requests made by government entities (e.g., Tennessee Department of Transportation or City of Knoxville) or in the normal course of an elected official’s duties, such as constituent referrals or actions or requests made explicitly on behalf of a government entity.

When a corporation or other non-government entity is asking for a Thing of Value, the entity will be considered a Covered Person if:

- A person dealing with TVA on behalf of the entity would be a Covered Person as described above; or
- A person known to have a significant financial interest in the entity would be considered a Covered Person if such person were making the request directly.



## Failure to Comply

The provision of any information by a Covered Person that, upon review, is found to be materially erroneous or contains material omissions of fact shall be reported to the DAEO and the OIG. Further, 18 U.S.C. § 1001 provides that whoever, in any matter within the jurisdiction of any department or agency of the United States government, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact; makes any materially false, fictitious, or fraudulent statement or representation; or makes or uses any false writing or document knowing the same to contain any materially false, fictitious, or fraudulent statement or entry; shall be fined not more than \$10,000, or be imprisoned not more than five years, or both.

## ATTACHMENT C

### **Donations and Corporate Contributions to be made by TVA**

The TVA Corporate Contributions program is an integral component of a broader corporate strategy to support educational activities, human services, community enrichment including civic/business partnerships, and other public interest activities that further TVA's mission. The program targets those activities that are important to TVA's customers, employees, public officials, business and community leaders, and other stakeholders in the communities served by TVA. Contributions are made when activities are identified that meet the guidelines outlined in TVA-SPP-36.001, Corporate Giving, and funds are available. When TVA contributions and sponsorships are committed, the benefit should be commensurate with the level of TVA's support, and based on sound business practices.

#### Risk

Someone may attempt to exercise special influence to obtain a donation, sponsorship or corporate contribution from TVA. This risk is generally mitigated by the use of guidelines and the procedures specified in TVA-SPP-36.001, Corporate Giving. As TVA is a federal entity and does not receive public funding, TVA recognizes that the public considers the granting of contributions and donative support by TVA to outside organizations to be a public trust, and that failure to consider all such requests in an even-handed manner could potentially call into question the impartiality of TVA's business and corporate contributions activities. It is also imperative for contributions and sponsorships to be made in the context of the larger picture of investments made in conjunction with local TVA offices, facilities, community support, customer activities, economic development efforts and other external stakeholder outreach activities.

#### Business Unit Responsible

Communications and Marketing

#### Process

Communications and Marketing will maintain adequate documentation that will inform the Ethics staff and the OIG when a "covered person" requests that TVA consider the provision of donations (whether cash, property, or services) or other types of contributions or sponsorship support by TVA with a value greater than \$10,000.

When a Communications and Marketing employee is in fact aware that a "Covered Person" has requested a "Thing of Value," as such terms are defined below, the employee will notify the Ethics staff (which notification can be as simple as sending an email), which will also create the record of such notification. For as long as the request is active, the Ethics staff shall be given access to all written correspondence to and from the Covered Person (as such term is defined below) regarding such request. Upon

request, the OIG will also receive a copy of all correspondence related to such request. Oral communication between TVA and the Covered Person regarding the request shall be documented and maintained by TVA, including the date and time of the conversation and a general description of the items discussed.

### Things of Value

A “Thing of Value” for the purposes of this Attachment C is any request made for a donation of cash, property, or services or other comparable type of corporate contribution valued at more than \$10,000 to be made by TVA.

### Covered Persons

A “Covered Person” for the purposes of this Attachment C is any of the following individuals seeking or requesting official action from TVA for his or her personal benefit:

- An elected government official or a candidate to an elected government office (whether federal, state or local);
- A senior management level employee of an entity that regulates TVA or its activities,
- A senior management level employee of a power customer of TVA,
- A current TVA employee or Director;
- A former TVA officer or former Director, for one year after such person’s last date of service with TVA;
- A current member of a TVA council created pursuant to the Federal Advisory Committee Act (“FACA”), such as the Regional Resource Stewardship Council (“RRSC”) or Regional Energy Resource Council (“RERC”), or former council member for one year after such person’s last date of service on the council; or
- The spouse or dependent child of any of the above individuals.

The notification procedures in this Attachment C do not apply to requests made by government entities (e.g., Tennessee Department of Transportation or City of Knoxville) or in the normal course of an elected official’s duties, such as constituent referrals or actions or requests made explicitly on behalf of a government entity.

When a corporation or other non-government entity is asking for a Thing of Value, the entity will be considered a Covered Person if:

- A person dealing with TVA on behalf of the entity would be a Covered Person as described above; or
- A person known to have a significant financial interest in the entity would be considered a Covered Person if such person were making the request directly.

#### Failure to Comply

The provision of any information by a Covered Person that, upon review, is found to be materially erroneous or contains material omissions of fact shall be reported to the DAEO and the OIG. Further, 18 U.S.C. § 1001 provides that whoever, in any matter within the jurisdiction of any department or agency of the United States government, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact; makes any materially false, fictitious, or fraudulent statement or representation; or makes or uses any false writing or document knowing the same to contain any materially false, fictitious, or fraudulent statement or entry; shall be fined not more than \$10,000, or be imprisoned not more than five years, or both.

## ATTACHMENT D

### HR/Personnel-Related Contacts and Inquiries

TVA's Chief Human Resources Office (CHRO) organizations are responsible for governance and share in execution of talent acquisition, talent management, occupational health, employee benefits, performance management, employee relations, and HR policy and discipline.

#### Risk

Someone may attempt to exercise special influence in connection with TVA's HR processes and practices, including influencing decisions and actions with respect to talent management and hiring, promotions, and employee discipline. This risk is generally mitigated by the use of guidelines and the procedures specified in TVA-SPP-11.0, Human Resource Management. TVA recognizes that failure to comply with appropriate HR-related processes and procedures could create potential legal and ethical violations (for example, failure to comply with federal anti-nepotism laws), and could potentially call into question the impartiality of TVA's HR-related practices and procedures.

#### Business Unit Responsible

Chief Human Resources Office (CHRO)

#### Process

When an CHRO employee is in fact aware that a "covered person" has requested a Thing of Value as defined below, the employee will notify the Ethics staff via email which will also create the record of such notification. For as long as the request is active, the Ethics staff shall be given access to all written correspondence to and from the Covered Person (as such term is defined below) regarding such request. Upon request, the OIG will also receive a copy of all correspondence related to such request. Oral communication between the HR employee and the Covered Person regarding the request shall be documented and maintained by HR, including the date and time of the conversation and a general description of the items discussed.

#### Things of Value

A "Thing of Value" for the purposes of this Attachment D is any request made for an HR transaction which might benefit a "covered person".

## Covered Persons

A “Covered Person” for the purposes of this Attachment D is any of the following individuals seeking or requesting official action from TVA for his or her personal benefit:

- An elected government official or a candidate to an elected government office (whether federal, state or local);
- A senior management level employee of an entity that regulates TVA or its activities,
- A senior management level employee of a power customer of TVA,
- A current TVA employee who has no business role in the HR Transaction (routine and customary HR matters, such as recommendations for positions; referrals for positions; references; inquiries as to one’s own pay, leave, or comparable matters; being specifically excluded from the matters contemplated by this Attachment D);
- A former TVA officer or former Director; or
- The spouse or dependent child of any of the above individuals.

The notification procedures in this Attachment D do not apply to requests made in the normal course of a governmental official’s duties, such as constituent referrals or actions or requests made explicitly on behalf of a government entity.

When a corporation or other entity is asking for a Thing of Value, the entity will be considered a Covered Person if:

- A person dealing with TVA on behalf of the entity would be a Covered Person as described above; or
- A person known to have a significant financial interest in the entity would be considered a Covered Person if such person were making the request directly.

## Failure to Comply

The provision of any information by a Covered Person that, upon review, is found to be materially erroneous or contains material omissions of fact shall be reported to the DAEO and the OIG. Further, 18 U.S.C. § 1001 provides that whoever, in any matter within the jurisdiction of any department or agency of the United States government, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact; makes any materially false, fictitious, or fraudulent statement or representation; or makes or uses any false writing or document knowing the same to contain any materially false, fictitious, or fraudulent statement or entry; shall be fined not more than \$10,000, or be imprisoned not more than five years, or both.