

Charter of the External Relations Committee of the Board of Directors Tennessee Valley Authority

I. Purpose

The External Relations Committee (“Committee”) is a standing committee of the Board and is charged with the responsibility of assisting the Board in fulfilling its responsibilities under the TVA Act, including responsibilities related to TVA’s customers, stakeholders, environmental stewardship, technology leadership role, energy efficiency and economic development efforts. Provisions of the TVA Act that provide the Committee guidance pertaining to its areas of responsibility are listed in Section VI below.

Specifically, the Committee shall advise the Board with respect to policies and strategies in the following areas:

- a. External relations;
- b. Stewardship of lands, recreation and natural resource management, and acquisition and disposal of land assets under TVA’s control;
- c. Demonstration of good corporate citizenship;
- d. Environmental protection;
- e. Technology leadership;
- f. Renewable energy;
- g. Energy efficiency, demand response and peak reduction; and
- h. Economic development.

II. Authority and Resources

In accordance with guidelines and cost parameters established by the Board, the Committee may engage outside advisors to assist it in the conduct of its responsibilities, and TVA shall bear the expense of such advisors.

Nothing contained in this charter is intended to expand the applicable standards of liability under statutory or regulatory requirements for the Board or its directors.

III. Membership

The members of the Committee shall be appointed by the Chairman of the Board with the approval of the Board in accordance with the *Bylaws of the Tennessee Valley Authority*. The Chairman of the Committee shall be appointed by the Chairman of the Board and shall serve a term that runs concurrently with the term of the appointing Chairman of the Board. If the Chairman of the Committee is absent, that position’s role shall be filled by another member of the Committee selected by the Committee’s membership in attendance.

The Committee shall be composed of not more than four directors of the Corporation.

IV. Meeting Requirements

The Committee shall meet at least four times per year and may meet more frequently. Any such meeting may be held by telephone or by any other means that allow members of the Committee to communicate simultaneously. The Committee shall meet at least once annually without management

present. Officers and other management officials of TVA may attend meetings of the Committee upon invitation. A quorum of the Committee is defined as a majority of its members.

The Committee Chairman will approve the agenda, with input from management and other directors on the Committee as deemed appropriate by the Chairman.

The Committee shall maintain minutes of its meetings and records related to those meetings. The Corporate Secretary shall appoint a Secretary of the Committee. The minutes of the Committee meetings shall accurately reflect the actions taken by the Committee, including all recommendations made by the Committee to the Board, and shall be distributed to all Committee members, to the Chairman of the Board with copies to the Chief Executive Officer, and to the TVA's external auditors.

V. Responsibilities of the External Relations Committee

In addition to the responsibilities identified below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically to the Board regarding the Committee's examinations and recommendations.

A. Stakeholders and external relations

1. Review TVA's strategic relationships with stakeholders, distributors, and direct-served consumers;
2. Review TVA's communications strategies to be used with stakeholders, distributors, and direct-served consumers;
3. Review TVA's strategies respecting other external relationships including strategies related to the environment, recreation, and flood control;
4. Review and monitor the performance of TVA's legislative/governmental activities generally and review and recommend TVA policy positions on key legislative issues; and
5. Review and monitor the performance of TVA's policies, standards, actions, and communications in the area of corporate citizenship.

B. Environmental Stewardship

1. Review and recommend strategies relating to environmental stewardship, including the stewardship of natural resources under TVA's control and the environmental profile of TVA activities;
2. Review and monitor the performance of TVA's compliance with applicable environmental laws and policies;
3. Review and monitor the performance TVA's land stewardship, recreation and natural resource management activities, and the acquisition and disposal of property under TVA's control; and
4. Review and monitor the performance of TVA's legislative and governmental activities respecting environmental and resource stewardship matters.

C. Technology

1. Review and recommend strategies relating to the performance of TVA's technology development programs;
2. Review and recommend strategies relating to the performance of TVA's renewable energy program; and
3. Review and recommend strategies relating to the performance of TVA's energy efficiency and demand response program activities.

D. Economic Development

1. Review and monitor the performance of the TVA's economic development activities.

E. Other

1. Make such recommendations, on matters within the scope of the Committee's responsibilities, to the Board as considered necessary or appropriate; and
2. Conduct annually a self-assessment of the Committee with the goal of continuing improvement.

VI. Responsibilities Related to the TVA Act

The Committee is charged with the responsibility of assisting the Board in fulfilling its responsibilities under the TVA Act, including primary responsibility regarding the following provisions of the TVA Act: Section 2(g)(1)(A) (broad goals, objectives, and policies); Section 2(g)(1)(B) (long-range plans to guide the Corporation in achieving the goals, objectives, and policies of the Corporation and assistance to the Chief Executive Officer to achieve those goals, objectives, and policies); Sections 4(h), (i), (j) and (k) (acquiring and disposing of property); Section 10 (promoting wider and better use of electricity); Section 22 (aiding in the proper use, conservation, and development of the natural resources of the Tennessee Valley); and Section 26a (overseeing the unified development and regulation of the Tennessee River system).

Original version approved by Board on August 20, 2010

Revisions made to charter on February 16, 2012; revisions focused on external relations work and communications oversight