

TVA SUPPLIER CODE OF CONDUCT

TVA is entrusted with use of public resources to perform a mission of public service, and must conduct all of its activities with a high level of integrity to maintain public confidence. TVA's suppliers must share this TVA commitment to integrity. TVA's Supplier Code of Conduct applies to all individuals and organizations that supply services or materials to TVA, including managed task contractors, consultants, staff augmentation contractors, and vendors, and their employees, agents and subcontractors. Suppliers are expected to educate all of their representatives involved in business with TVA to ensure they understand and comply with TVA's Supplier Code of Conduct.

TVA conducts its business in accordance with our core values:

- Safety
- Integrity and Respect
- Honest Communication
- Accountability
- Teamwork
- Continuous Improvement
- Flexibility

TVA suppliers are expected to conduct all of their business with TVA consistent with the general principles of integrity and maintaining the public trust as stated above, and also in accordance with the following more specific requirements:

Compliance with Laws and Contract Requirements

TVA suppliers shall comply with all applicable federal, state and local laws and rules, and with all contract requirements, and shall require that their suppliers likewise comply as applicable. Such requirements may include, but are not limited to:

- Affirmative Action and Equal Employment Opportunity, general labor and employment, and small business opportunity requirements.
- Environment, health, and safety requirements. TVA seeks to make environmental quality an integral part of the way TVA and its suppliers do business, and specifically to reduce "Reportable Environmental Events." In considering the impact of its activities, a TVA supplier shall take into account, among other things, air pollution control,

erosion control, noise control, solid waste prevention (including use of recycled material) and disposal, furnishing "green" products to the greatest extent practicable, and water pollution control.

- Antitrust and fair competition laws forbidding collusive bidding and other concerted action, price discrimination, and unfair trade practices.

Accuracy of Business Records

TVA suppliers shall honestly and accurately report all business information and comply with all applicable laws regarding reporting requirements. TVA Suppliers shall maintain financial books and records conforming to generally accepted accounting principles. TVA Suppliers shall create, retain, and dispose of business records in full accordance with all applicable legal requirements.

Use of TVA Resources

Suppliers shall protect and conserve any resources made available by TVA and shall use them only for purposes authorized by TVA. TVA resources include tangible items, such as vehicles, equipment, facilities, consumables, and computer and communication systems, as well as intangible items, such as TVA's good name and reputation, employee productivity, and sensitive information.

Suppliers shall respect and not infringe the intellectual property ownership rights of TVA and others, including, but not limited to, copyrights, patents, trademarks, and trade secrets.

Suppliers shall protect TVA's confidential information and shall not divulge any TVA information that a prudent business person would consider sensitive or which is designated by TVA as sensitive, proprietary, or confidential. Such information includes, but is not limited to, strategic, personal, financial, or unpatented technology information. Suppliers shall not use or allow the use of such information for securities transactions or any improper private gain. Suppliers may be required to sign or to have their employees and/or subcontractors sign nondisclosure agreements.

Suppliers shall not purport to make any announcements or release any information on behalf of TVA to any member of the public, press, official body, business entity, or other person without the express prior written consent of TVA.

Supplier shall not claim or imply any endorsement by TVA or TVA employees.

Gifts to TVA Employees

Suppliers shall not offer or give any TVA employee any kickback, favor, gratuity, gift, entertainment, or anything of value, other than as permitted by the Standards of Ethical Conduct for Employees of the Executive Branch ("Standards")

(<http://www.oge.gov/Laws-and-Regulations/Employee-Standards-of-Conduct/Employee-Standards-of-Conduct/>).

The Standards generally allow provision of the following items, so long as they are not offered or given to influence an official TVA act:

- Modest items of food and refreshments (e.g. coffee and donuts) other than a full meal;
- Greeting cards and items with little intrinsic value, such as plaques, which are intended solely for presentation;
- Unsolicited gifts with a market value of \$20 or less per occasion, aggregating no more than \$50 in a calendar year from any one source (this exception does not permit gifts of cash or investment interests);
- Gifts clearly motivated by a family relationship or personal friendship rather than by the TVA employee's position (this generally does not include anything paid for or reimbursed by supplier expense accounts);
- Commercial discounts and similar benefits offered to the public or to all Government employees (reasonable geographic restrictions are allowable).

Conflicts of Interest

Each supplier shall remain alert to, and cooperate with TVA in avoiding, potential conflicts of interest on the part of TVA employees with whom the supplier deals. TVA employees generally must not participate (by advice, decision, or otherwise) in contracts, claims, audits, or other TVA matters affecting the financial interests of the employee or an entity with which the employee is linked in such ways as:

- Ownership of securities (other than through diversified mutual funds or through small amounts of publicly traded stock or bonds);
- Service as a director, officer, general partner, trustee, or employee;
- Negotiations or arrangements for future employment;
- Financial interests of the employee's spouse or minor child.

Suppliers shall disclose any potential conflicts of interest to TVA for review and resolution.

Consideration of Public Perception

In exercising business judgment, suppliers shall avoid taking any action which would likely cause a reasonable member of the public to question the integrity of TVA operations.

Security

TVA suppliers are expected to adhere to all applicable TVA security rules and processes, as communicated by TVA, whether related to data, information, computer systems, personnel background investigations, drug testing, or physical locations or property. Suppliers shall not take photographs or make any other recording or depiction of TVA property or facilities, or allow access by any third party to TVA property or facilities, without TVA's express prior consent.

Compliance and Reporting of Questionable Behavior or Violations

TVA Suppliers shall ensure that its employees, agents, and representatives understand and comply with this Supplier Code of Conduct. For further guidance on this standard you may contact the applicable TVA Procurement Contract Manager/Procurement Agent or the TVA Designated Agency Ethics Official Staff (<http://insidenet.tva.gov/org/ogc/ethics/staff.htm>).

Any questionable behavior and/or possible violation of this Supplier Code of Conduct should be reported to TVA, either to the applicable Procurement Contract Manager/Procurement Agent or to the TVA Office of the Inspector General.

TVA Suppliers are encouraged to contact the TVA Office of Inspector General's (OIG) Hotline (877-866-7840) to report suspected fraud, waste, or abuse affecting TVA programs or operations. Additionally, the OIG may be contacted by filling out an online hotline form, fax, e-mail, or letter as further explained on the OIG website at:

<http://www.oigempowerline.com/>

You may report information anonymously, openly, or confidentially. TVA's OIG is independent of TVA management and reports directly to Congress and TVA's Board of Directors.

(revised September, 2012)